

**Application for Parties Wishing to Offer, Render, Furnish, or Supply
Gas or Gas Generation Services to the Public in the Commonwealth of Pennsylvania**

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Ameresco, Inc., d/b/a Ameresco, Inc., for approval to offer, render, furnish, or supply natural gas supply services as a(n) Broker/Marketer engaged in the business of supplying natural gas services to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

- a. **IDENTITY OF THE APPLICANT:** Provide name (including any fictitious name or d/b/a), primary address, web address, and telephone number of Applicant:

Ameresco, Inc.
Point West Place
111 Speen St.
Framingham, MA 01701
508-661-2200
www.Ameresco.com

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- b. **PENNSYLVANIA ADDRESS / REGISTERED AGENT:** If the Applicant maintains a primary address outside of Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's secondary office within Pennsylvania. If the Applicant does not maintain a physical location within Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's Registered Agent within Pennsylvania.

National Registered Agents, Inc.
State of Pennsylvania, County of Dauphin
(Commercial Registered Agent)

- c. **REGULATORY CONTACT:** Provide the name, title, address, telephone number, fax number, and e-mail address of the person to whom questions about this Application should be addressed.

Kathy Abernethy
Director of Generation Markets Management
5550 77 Center Drive, Suite 380
Charlotte, NC 28217
P: 704-916-3531
F: 704-916-3631
Email: SM-Regulatory@ameresco.com

- d. **ATTORNEY:** Provide the name, address, telephone number, fax number, and e-mail address of the Applicant's attorney. If the Applicant is not using an attorney, explicitly state so.

David J. Corrsin
Point West Place
111 Speen St.
Framingham, MA 01701
Telephone: 508-661-2200
Fax: 508-661-2201

- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS:** Provide the name, title, address, telephone number, fax number, and e-mail **OF THE PERSON AND AN ALTERNATE PERSON (2 REQUIRED)** responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Natural Gas Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed NGSs.

Kathy Abernethy
Director of Generation Markets Management
5550 77 Center Drive, Suite 380
Charlotte, NC 28217
P: 704-916-3531
F: 704-916-3631
Email: kabernethy@ameresco.com

Doug Mitchell
Director of Supply Management
5751 Meadowlark Lane
Prior Lake, MN 55372
P: 608-238-7082
F: 608-238-7082
Email: SM-regulatory@ameresco.com

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2. **BUSINESS ENTITY FILINGS AND REGISTRATION**

- a. **FICTITIOUS NAME:** *(Select appropriate statement and provide supporting documentation as listed.)*



The Applicant will be using a fictitious name or doing business as ("d/b/a")

Provide a copy of the Applicant's filing with Pennsylvania's Department of State Pursuant to 54 Pa. C.S. §311.

Or

X The Applicant will not be using a fictitious name.

b. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:

(Select appropriate statement and provide supporting documentation. As well, understand that Domestic means being formed within Pennsylvania and foreign means being formed outside Pennsylvania.)

The Applicant is a sole proprietor.

- If the Applicant is located outside the Commonwealth, provide proof of compliance with 15 Pa. C.S. §4124 relating to Department of State filing requirements.

Or

The Applicant is a:

- domestic general partnership (*)
- domestic limited partnership (15 Pa. C.S. §8511)
- foreign general or limited partnership (15 Pa. C.S. §4124)
- domestic limited liability partnership (15 Pa. C.S. §8201)
- foreign limited liability general partnership (15 Pa. C.S. §8211)
- foreign limited liability limited partnership (15 Pa. C.S. §8211)

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.
- * If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

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or

x The Applicant is a:

- domestic corporation (15 Pa. C.S. §1308)
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- foreign limited liability company (15 Pa. C.S. §8981)
- Other (Describe):

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.

See Attachment A for Certificate of Incorporation and Authority to do Business in PA

- Give name and address of officers.

George P Sakellaris	Chairman of the Board of Directors, President and Chief Executive Officer
David J. Anderson	Executive Vice President and Director
Michael T. Bakas	Executive Vice President, Distributed Energy Systems
Nicole A Bugarino	Executive Vice President, General Manager, Federal Solutions
Davis Corrison	Executive Vice President, General Counsel and Secretary and Director
Joseph P. DeManche	Executive Vice President, Engineering and Operations
Louis P. Maltezos	Executive Vice President
John R. Granara, III	Executive Vice President, Chief Financial Officer and Treasurer

3. AFFILIATES AND PREDECESSORS

(both in state and out of state)

- a. **AFFILIATES:** Give name and address of any affiliate(s) currently doing business and state whether the affiliate(s) are jurisdictional public utilities. If the Applicant does not have any affiliates doing business, explicitly state so. Also, state whether the applicant has any affiliates that are currently applying to do business in Pennsylvania.

This link contains a list all Ameresco Affiliates:

<https://www.sec.gov/Archives/edgar/data/1488139/000148813917000008/ex211q416.htm>

- b. **PREDECESSORS:** Identify the predecessor(s) of the Applicant and provide the name(s) under which the Applicant has operated within the preceding five (5) years, including address, web address, and telephone number, if applicable. If the Applicant does not have any predecessors that have done business, explicitly state so.

There are none

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4. OPERATIONS

a. APPLICANT'S PRESENT OPERATIONS: *(select and complete the appropriate statement)*

Definitions

- Supplier – an entity which provides natural gas supply services to retail gas customers utilizing the jurisdictional facilities of an natural gas distribution company
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of natural gas but does not take title to the natural gas.

The Applicant is presently doing business in Pennsylvania as a

- natural gas interstate pipeline
- municipality providing service outside its municipal limits
- local gas distribution company
- retail supplier of natural gas services in the Commonwealth
- a natural gas producer
- a broker/marketer engaged in the business of supplying natural gas services
- Other. (Identify the nature of service being rendered) as an energy services company

or

The Applicant is not presently doing business in Pennsylvania.

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b. APPLICANT'S PROPOSED OPERATIONS: The Applicant proposes to operate as a:

- Supplier or Aggregator of natural gas services
- Municipal supplier of natural gas services
- Cooperative supplier of natural gas services
- Broker/Marketer engaged in the business of supplying natural gas services
 - Check here to verify that your organization will not be taking title to the natural gas nor will you be making payments for customers.
- Other (Describe):

Definitions

- Supplier – an entity that sells gas to end-use customers utilizing the jurisdictional transmission and distribution facilities of an EDC.
- Aggregator - an entity that purchases natural gas and takes title to gas as an intermediary for sale to retail customers.
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of natural gas but does not take title to gas.

c. **PROPOSED SERVICES:** Describe in detail the natural gas supply services which the Applicant proposes to offer.

Ameresco will be offering basic natural gas broker services to commercial and industrial customers in Pennsylvania. As such, we will work with businesses to develop and execute procurement strategies that lower annual costs, manage price risk, and simplify their energy procurement. In addition, we offer a Billing Administration & Payment service in which we collect and process bills for our customers and analyze critical energy data.

Services Will Include:

- Commodity Procurement: Ameresco develops and executes energy procurement strategies that lower annual costs, manage price risk, and simplifies energy procurement.
- Gas Price Risk Management: Ameresco offers hedging strategies that integrate fixed price, basis, and swing exposure mitigation.
- Billing Administration & Payment: Ameresco offers information management systems and services to collect and analyze critical gas data. Gas consumption pattern analysis and scenario-planning capabilities provide a mechanism for gaining an in-depth understanding of energy needs, providing understanding required in order to seek and obtain the optimum commodity procurement position in a deregulated environment.
- Rate Analysis & Negotiation: Using our understanding of tariffs, rate structures, and energy systems, we can reduce the cost of service.

d. **PROPOSED SERVICE AREA:** Check the box of each Natural Gas Distribution Company for which the Applicant proposes to provide service.

- | | |
|---|--|
| <input type="checkbox"/> Columbia | <input type="checkbox"/> Philadelphia Gas Works |
| <input type="checkbox"/> National Fuel Gas | <input type="checkbox"/> UGI Central Penn |
| <input type="checkbox"/> PECO | <input type="checkbox"/> UGI Penn natural |
| <input type="checkbox"/> Peoples Gas – Equitable Div. | <input type="checkbox"/> UGI Utilities |
| <input type="checkbox"/> Peoples Natural Gas | <input type="checkbox"/> Valley Energy |
| <input type="checkbox"/> Peoples Gas Company | <input checked="" type="checkbox"/> All of the above |

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e. **CUSTOMERS:** Applicant proposes to provide services to:

- Residential Customers
- Small Commercial Customers - (Less than 6,000 Mcf annually)
- Residential and Small Commercial as Mixed Meter ONLY (CANNOT BE TAKEN WITH RESIDENTIAL AND/OR SMALL COMMERCIAL ABOVE)
- Large Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above (Except Mixed Meter)
- Other (Describe):

- f. **START DATE:** Provide the approximate date the Applicant proposes to actively market within the Commonwealth.

As soon as possible

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5. **COMPLIANCE**

- a. **CRIMINAL/CIVIL PROCEEDINGS:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, has been or is currently the defendant of a criminal or civil proceeding within the last five (5) years.

Identify all such proceedings (active or closed), by name, subject and citation; whether before an administrative body or in a judicial forum. If the Applicant has no proceedings to list, explicitly state such.

There are no claims, actions, suits, investigations, or other proceedings pending or, to the knowledge, of Ameresco, threatened, against or relating to Ameresco, or before or by a federal, state, or local, court, governmental department, agency or instrumentality, or arbitrator, arbitration panel, mediator, or mediation panel, or other alternative dispute resolution person, body or panel, which, if adversely decided would prevent or impair, the financial position or Ameresco's ability to honor its contractual commitments.

Ameresco has acquired numerous legal entities during its formation and while review and diligence of these transactions takes place, some of these transactions have involved entities that were owned by or held by legal entities that were involved in legal actions or settlements prior to the time of transfer and while a typical acquisition traditionally excludes previous legal actions, it is not always possible to identify all past and future legal claims.

- b. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any such proceedings listed above.

Not Applicable

- c. **CUSTOMER/REGULATORY/PROSECUTORY ACTIONS:** Identify all formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutory agency against the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, for the prior five (5) years, including but not limited to customers, Utility Commissions, and Consumer Protection Agencies such as the Offices of Attorney General. **Applicant should also include if it had a Pennsylvania PUC EGS or NGS license previously cancelled by the Commission.** If the Applicant has no actions or complaints to list, explicitly state such.

There are no claims, actions, suits, investigations, or other proceedings pending or, to the knowledge, of Ameresco, threatened, against or relating to Ameresco, or before or by a federal, state, or local, court, governmental department, agency or instrumentality, or arbitrator, arbitration panel, mediator, or mediation panel, or other alternative dispute resolution person, body or panel, which, if adversely decided would prevent or impair, the financial position or Ameresco's ability to honor its contractual commitments.

Ameresco has acquired numerous legal entities during its formation and while review and diligence of these transactions takes place, some of these transactions have involved entities that were owned by or held by legal entities that were involved in legal actions or settlements prior to the time of transfer and while a typical acquisition traditionally excludes previous legal actions, it is not always possible to identify all past and future legal claims.

d. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any actions listed above.

Not applicable

6. PROOF OF SERVICE

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.
(Example Certificate of Service is attached at Appendix C)

a.) **STATUTORY AGENCIES:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, provide proof of service of a signed and verified Application with attachments on the following:

Office of Consumer Advocate
 5th Floor, Forum Place
 555 Walnut Street
 Harrisburg, PA 17120

Office of the Attorney General
 Bureau of Consumer Protection
 Strawberry Square, 14th Floor
 Harrisburg, PA 17120

Office of the Small Business Advocate
 Commerce Building, Suite 202
 300 North Second Street
 Harrisburg, PA 17101

Commonwealth of Pennsylvania
 Department of Revenue
 Bureau of Compliance
 Harrisburg, PA 17128-0946

Bureau of Investigation & Enforcement
 Pennsylvania Public Utility Commission
 Commonwealth Keystone Building
 400 North Street, 2 West
 Harrisburg, PA 17120

b.) **NGDCs:** Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, provide Proof of Service of the Application and attachments upon each of the Natural Gas Distribution Companies the Applicant proposed to provide service in. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14. Contact information for each NGDC is as follows.

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<p>Columbia Gas of PA, Inc. Michele Caddell 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.6841 FAX: 614.460.8447 e-mail: mcaddell@nisource.com</p>	<p>RECEIVED SEP 6 2018 PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU</p>
<p>Peoples Natural Gas – Equitable Division Lynda Petrichevich 375 North Shore Drive Pittsburgh, PA 15212</p>	<p>National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221</p>

PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petricevich@peoples-gas.com	PH: 716.857.7483 FAX: 716.857.7479 e-mail: wolfordd@natfuel.com
The Peoples Natural Gas Company Lynda Petricevich 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petricevich@peoples-gas.com	PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: carlos.thillet@exeloncorp.com
Peoples Gas Company Lynda Petricevich 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petricevich@peoples-gas.com	Philadelphia Gas Works Nicholas LaPergola 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.684.6278 email: nicholas.lapergola@pgworks.com
UGI Central Penn David Lahoff 2525 N. 12 th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com	UGI David Lahoff 2525 N. 12 th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com
Valley Energy Inc. Ed Rogers 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: erogers@ctenterprises.org	UGI Penn Natural David Lahoff 2525 N. 12 th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com

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7. FINANCIAL FITNESS

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- a. **BONDING:** In accordance with 66 Pa. C.S. Section 2208(c), no natural gas supplier license shall be issued or remain in force unless the applicant or holder furnishes a bond or other security in a form and amount to ensure the financial responsibility of the natural gas supplier. The criteria used to determine the amount and form of such bond or other security shall be set by each NGDC. Provide documentation that the applicant has met the security requirement of each NGDC by submitting the letters sent by the NGDCs stating what bonding amounts they require.

See Attachment B

- b. **FINANCIAL RECORDS, STATEMENTS, AND RATINGS:** Applicant must provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

Please see the Ameresco Inc. 10Q, available on SEC website under Ticker symbol AMRC or use the link provided below:

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
- Applicant's accounting statements, including balance sheet and income statements for the past two years.
- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form, evidence of Moody's, S&P, or Fitch ratings, and/or other independent financial service reports.
- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.

As part of Ameresco's overall risk management risk aversion strategy, Ameresco maintains robust insurance portfolio including general liability, automobile liability, workers' compensation, professional liability, pollution liability, cyber liability and property insurance

- Audited financial statements exhibiting accounts over a minimum two-year period.
- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

- c. **SUPPLIER FUNDING METHOD:** If Applicant is operating as anything other than **Broker/Marketer only**, explain how Applicant will fund its operations. Provide all credit agreements, lines of credit, etc., and elaborate on how much is available on each item.

Ameresco is not operating as anything other than broker /marketer

- d. **BROKER PAYMENT STRUCTURE:** If applicant is a broker/marketer, explain how your organization will be collecting your fees.

As a broker, Ameresco would collect its fees from the supplier providing the commodity to the end-user. Once the end-user has paid its invoices from their electricity or gas supplier, that supplier would in turn pay Ameresco

- e. **ACCOUNTING RECORDS CUSTODIAN:** Provide the name, title, address, telephone number, FAX number, and e-mail address of Applicant's custodian for its accounting records.

Ameresco, Inc.
111 Speen Street
Framingham, MA 01701
Telephone: 508-661-2200
Fax: 508-661-2201
www.ameresco.com

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f. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix D to this application.

All sections of the Tax Certification Statement must be completed. Absence (submitting N/A) of any of the TAX identifications numbers (items 7A through 7C) shall be accompanied by supporting documentation or an explanation validating the absence of such information.

Items 7A and 7C on the Tax Certification Statement are designated by the Pennsylvania Department of Revenue. Item 7B on the Tax Certification Statement is designated by the Internal Revenue Service.

See Appendix D

8. TECHNICAL FITNESS:

To ensure that the present quality and availability of service provided by natural gas distribution companies does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided.

a. **EXPERIENCE, PLAN, STRUCTURE:** such information may include:

- Applicant's previous experience in the natural gas industry.
- Summary and proof of licenses as a supplier of natural gas services in other states or jurisdictions.
- Type of customers and number of customers Applicant currently serves in other jurisdictions.
- Staffing structure and numbers as well as employee training commitments.
- Business plans for operations within the Commonwealth.
- Any other information appropriate to ensure the technical capabilities of the Applicant.

See Attachment C

b. **PROPOSED MARKETING METHOD** (*check all that apply*)

- Internal – Applicant will use its own internal resources/employees for marketing
- External NGS – Applicant will contract with a **PUC LICENSED NGS**
- Affiliate – Applicant will use a **NON-NGS affiliate that is a nontraditional marketer and/or marketing services consultant**
- External Third-Party – Applicant will contract with a **NON-NGS third party nontraditional marketer and/or non-selling marketer**
- Other (Describe):

c. **DOOR TO DOOR SALES:** Will the Applicant be implementing door to door sales activities?

- Yes
- No

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If yes, will the Applicant be using verification procedures?

- Yes
 No

If yes, describe the Applicant's verification procedures.

N/A

- d. **OVERSIGHT OF MARKETING:** Explain all methods Applicant will use to ensure all marketing is performed in an ethical manner, for both employees and subcontractors.

Ameresco has a strict code of ethics that every employee must sign and adhere to. Any violation of the code results in disciplinary action. Ameresco does not hire any subcontractors for any marketing activities and we will not be contacting any residential or small commercial customers. In PA we do not plan to do any direct marketing to customers but will be responding to RFPs or working with current customers that are using different Ameresco services. For any potential broker customers, we have several people reviewing and approving any fees and terms being offered to the customer which ensures transparency and fairness to all potential customers.

- e. **OFFICERS:** Identify Applicant's chief officers, and include the professional resumes for any officers directly responsible for operations. All resumes should include date ranges and job descriptions containing actual work experience.

See Attachment D

9. **DISCLOSURE STATEMENT:**

(Not applicable for an applicant applying for a license exclusively as a broker/marketer.)

DISCLOSURE STATEMENTS: If proposing to serve Residential and/or Small Commercial (less than 6,000 Mcf annually) Customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix E to this Application.

- Natural gas should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

N/A - Ameresco, Inc. will be offering basic gas broker services to commercial and industrial customers in Pennsylvania, we will not be serving residential and/or small commercial customers, and we will not be billing customers directly.

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10. **VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS**

- a. **STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission. Further, the Applicant agrees that it must comply with and ensure that its employees, agents, representatives, and independent contractors comply with the standards of conduct and disclosure set out in Commission regulations at 52 Pa. Code § 62.114.

AGREED

- b. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission:
- Reports of Gross Receipts: Applicant shall file an annual report with the Commission on an annual basis no later than April 30th following the end of the calendar year per 52 Pa. Code § 62.110.

AGREED

- c. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. § 2208(d). Transferee will be required to file the appropriate licensing application.

AGREED

- d. **ANNUAL FEES:** The Public Utility Code authorizes the PUC to collect an annual fee of \$350 from suppliers, brokers, marketers, and aggregators selling natural gas in the Commonwealth of PA, and a supplemental fee based on annual gross intrastate revenues, applicable to suppliers only.

ACKNOWLEDGED

- e. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur to the information upon which the Commission relied in approving the original filing. See 52 Pa. Code § 62.105.

AGREED

- f. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

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AGREED

- g. NOTIFICATION OF CHANGE:** If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission, within thirty (30) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 62.105.

AGREED

- h. CEASING OF OPERATIONS:** Applicant is also required to officially notify the Commission if it plans to cease doing business in Pennsylvania, 90 days prior to ceasing operations.

AGREED

- i. FILING FEE:** The Applicant has enclosed or paid the required, non-refundable filing fee by **CERTIFIED CHECK OR MONEY ORDER** in the amount of \$350.00 payable to the Commonwealth of Pennsylvania. The Commission does not accept corporate or personal checks for filing fees.

PAYMENT ENCLOSED

11. AFFIDAVITS

(All affidavits must be notarized before filing.)

- a.) APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.

See Appendix A

- b.) OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the Public Utility Code of Pennsylvania and applicable federal and state laws. An example copy of this Affidavit can be found at Appendix B.

See Appendix B

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12. NEWSPAPER PUBLICATIONS


Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

Notice of filing of this Application must be published in newspapers of general circulation covering each county in which the applicant intends to provide service. The newspapers in which proof of publication are required is dependent on the service territories the applicant is proposing to serve.

The chart below dictates which newspapers are necessary for each NGDC. For example, an applicant that wants to operate in Peoples – Equitable would need to run ads in both The Erie Times-News and the Pittsburgh Post-Gazette. If the applicant is proposing to serve the entire Commonwealth, please file proof of publication in all seven newspapers.

The only acceptable verification of this requirement is with Notarized Proofs of Publication, which may be requested from each newspaper and must be supplied with this application. Applicants do not need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

13. SIGNATURE

Applicant:: Ameresco, Inc.
By: 
Title: EXECUTIVE VICE PRESIDENT

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PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

Ameresco
5550 77 Center Drive Suite 380
Charlotte NC 28217

REFERENCE: 96721 328736
PUC Notice

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:
Brenda L. Learn, being duly sworn, deposes and says that: (1) he/she is a designated agent of the Times Publishing Company (TPC) to execute Proofs of Publication on behalf of the TPC; (2) the TPC, whose principal place of business is at 205 W. 12th Street, Erie, Pennsylvania, owns and publishes the Erie Times-News, established October 2, 2000, a daily newspaper of general circulation, and published at Erie, Erie County Pennsylvania; (3) the subject notice or advertisement, was published in the regular edition(s) of said newspaper on the date(s) referred to below. Affiant further deposes that he/she is duly authorized by the TPC, owner and publisher of the Erie Times-News, to verify the foregoing statement under oath, and affiant is not interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

PUBLISHED ON: 08/10/18

TOTAL COST: \$409.00 AD SPACE: 0 Lines

FILED ON: 08/10/18

RECEIVED

SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application Of Ameresco, Inc. For Approval To Offer, Render, Furnish, Or Supply Gas Or Gas Generation Services As A Broker Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

Ameresco, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply gas generation services as a broker engaged in the business of supplying gas. Ameresco, Inc. proposes to provide gas broker services throughout all of Pennsylvania under the provisions of the new Gas Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Ameresco, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Ameresco, Inc.'s attorney at the address listed below:

By and through General Counsel

Ameresco, Inc.
111 Speen St.
Framingham, MA 01701

EP-328736

Sworn to and subscribed before me this 10th day of August 2018

Affiant: Brenda L. Learn

NOTARY: Barbara J. Moore

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Barbara J. Moore, Notary Public
City of Erie, Erie County
My Commission Expires March 23, 2020
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES



The Patriot News
LEGAL AFFIDAVIT

AD#: 0008737903

Commonwealth of Pennsylvania,) ss
County of Cumberland)

Victoria Soto being duly sworn, deposes that he/she is principal clerk of PA Media Group; that The Patriot News is a public newspaper published in the city of Mechanicsburg, with general circulation in Cumberland and Dauphin and surrounding counties, and this notice is an accurate and true copy of this notice as printed in said newspaper, was printed and published in the regular edition and issue of said newspaper on the following date(s):

The Patriot News 08/09/2018

Principal Clerk of the Publisher

Sworn to and subscribed before me this 10th day of August 2018

Notary Public

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Crystal B. Rosensteel, Notary Public
Susquehanna Twp., Dauphin County
My Commission Expires June 27, 2020
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**
Application Of Ameresco, Inc. For
Approval To Offer, Render, Furnish, Or
Supply Gas Or Gas Generation Services
As A Broker Engaged In The Business
Of Supplying Electricity To The Public
In The Commonwealth Of
Pennsylvania.

Ameresco, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply gas generation services as a broker engaged in the business of supplying gas. Ameresco, Inc. proposes to provide gas broker services throughout all of Pennsylvania under the provisions of the new Gas Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Ameresco, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Ameresco, Inc.'s attorney at the address listed below:

By and through General Counsel
Ameresco, Inc.
111 Speen St.
Framingham, MA 01701

RECEIVED

SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

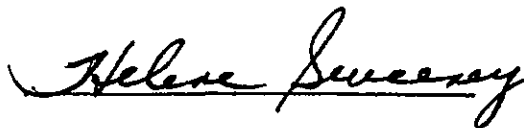
Proof of Publication in The Philadelphia Daily News
Under Act. No 587, Approved May 16, 1929

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

Helene Sweeney being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said newspaper on the following dates:

August 10, 2018

Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

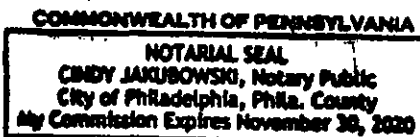


Sworn to and subscribed before me this 10th day of
August, 2018.



Notary Public

My Commission Expires:



Copy of Notice of Publication

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**
Application Of Ameresco, Inc. For Approval To Offer, Render, Furnish, Or Supply Gas Or Gas Generation Services As A Broker Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania. Ameresco, Inc. will be filing an application with the Pennsylvania Public Utility Commission (PUC) for a license to supply gas generation services as a broker engaged in the business of supplying gas. Ameresco, Inc. proposes to provide gas broker services throughout all of Pennsylvania under the provisions of the new Gas Generation Customer Choice and Competition Act.
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Ameresco, Inc. may be filed within 16 days of the date of this notice with the Secretary of the PUC, 409 North Street, Harrisburg, PA 17120. You should send copies of any protest to Ameresco, Inc.'s attorney at the address listed below:
By and through General Counsel
Ameresco, Inc.
111 Spear St.
Framingham, MA 01701

RECEIVED

SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

The Scranton Times (Under act P.L. 877 No 160. July 9, 1976)
Commonwealth of Pennsylvania, County of Lackawanna

AMERESCO
BRIDGETTE BARBRE
5550 77 CENTER DRIVE, STE 380 CHARLOTTE NC 28217

Account # 630452
Order # 82240010
Ad Price: 210.20

LEGAL NOTICE PENNSYLVANIA

Being duly sworn according to law deposes and says that (s)he is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid. and that the printed notice or publication hereto attached is exactly as printed in the regular editions of the said newspaper on the following dates:

08/09/2018

Affiant further deposes and says that neither the affiant nor The Scranton Times is interested in the subject matter of the aforesaid notice or advertisement and that all allegations in the foregoing statement as time, place and character or publication are true Miss Durbin

Sworn and subscribed to before me
this 9th day of August A.D., 2018

Sharon Venturi
(Notary Public)

Commonwealth of Pennsylvania - Notary Seal
Sharon Venturi, Notary Public
Lackawanna County
My commission expires February 12, 2022
Commission number 1254228
Member, Pennsylvania Association of Notaries

RECEIVED

SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

LEGAL NOTICE

PENNSYLVANIA PUBLIC
UTILITY COMMISSION NOTICE

Application Of Ameresco, Inc. For Approval To Offer, Render, Furnish, Or Supply Gas Or Gas Generation Services As A Broker Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

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gas broker services throughout all of Pennsylvania under the provisions of the new Gas Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Ameresco, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Ameresco, Inc.'s attorney at the address listed below:

By and through General Counsel
Ameresco, Inc.
111 Speen St.
Framingham, MA 01701

Proof of Publication of Notice in Pittsburgh Post-Gazette

Under Act No 587, Approved May 16, 1929, PL 1784, as last amended by Act No 409 of September 29, 1951

Commonwealth of Pennsylvania, County of Allegheny, ss K. Flaherty, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette and Sun-Telegraph and The Pittsburgh Press and the Pittsburgh Post-Gazette and Sun-Telegraph was established in 1960 and the Pittsburgh Post-Gazette was established in 1927 by the merging of the Pittsburgh Gazette established in 1786 and the Pittsburgh Post, established in 1842, since which date the said Pittsburgh Post-Gazette has been regularly issued in said County and that a copy of said printed notice or publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said Pittsburgh Post-Gazette a newspaper of general circulation on the following dates, viz:

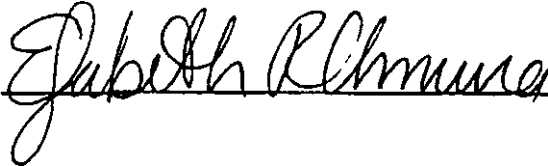
10 of August, 2018

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the Pittsburgh Post-Gazette, that, as such agent, affiant is duly authorized to verify the foregoing statement under oath, that affiant is not interested in the subject matter of the afore said notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.



PG Publishing Company

Sworn to and subscribed before me this day of:
August 10, 2018



Elizabeth R. Chmura

Commonwealth of Pennsylvania - Notary Seal
Elizabeth R. Chmura, Notary Public
Allegheny County
My commission expires February 8, 2022
Commission number 1326781
Member, Pennsylvania Association of Notaries

STATEMENT OF ADVERTISING COSTS
Ameresco, Inc.
5550 77 Center Drive
Suite 380
Charlotte North Carolina 28217

To PG Publishing Company

Total ----- \$348.75

Publisher's Receipt for Advertising Costs

PG PUBLISHING COMPANY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

Office
2201 Sweeney Drive
CLINTON, PA 15026
Phone 412-263-1338

PG Publishing Company, a Corporation, Publisher of
Pittsburgh Post-Gazette, a Newspaper of General Circulation

By  _____
Gerald J. Arbuthnot

I hereby certify that the foregoing is the original Proof of Publication and receipt for the Advertising costs in the subject matter of said notice.

Attorney For

COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE

Application Of Ameresco, Inc For Approval To Offer, Render, Furnish, Or Supply Gas Or Gas Generation Services As A Broker Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Ameresco, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Ameresco, Inc's attorney at the address listed below.

By and through General Counsel Ameresco, Inc., 111 Speen St., Framingham, MA 01701

RECEIVED

SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PROOF OF PUBLICATON OF NOTICE IN THE WILLIAMSPORT
SUN-GAZETTE UNDER ACT NO. 587, APPROVED MAY 16, 1929

STATE OF PENNSYLVANIA

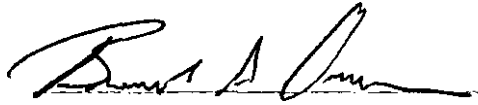
COUNTY OF LYCOMING

SS:

Bernard A. Oravec, Publisher of the Sun-Gazette LLC publishers of the Williamsport Sun-Gazette, successor to the Williamsport Sun and the Gazette & Bulletin, both daily newspapers of general circulation, published at 252 West Fourth Street, Williamsport, Pennsylvania, being duly sworn, deposes and says that the Williamsport sun was established in 1870 and the Gazette & Bulletin was established in 1801, since which dates said successor, the Williamsport Sun-Gazette, has been regularly issued and published in the County of Lycoming aforesaid, and that a copy of the printed notice is attached hereto exactly as the same was printed and published in the regular editions of said Williamsport Sun-Gazette on the following dates, viz:

August 17, 2018

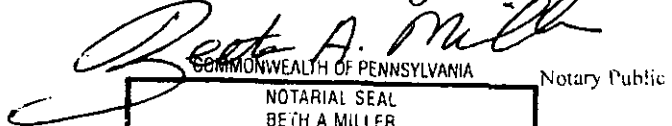
Affiant further deposes that he is an officer daily authorized by the Sun-Gazette LLC, publisher of the Williamsport Sun-Gazette, to verify the foregoing statement under oath and declare that affiant is not interested in the subject matter of the aforesaid notice of publication, and that all the allegations in the foregoing statement as to time, place and character of publication are true.



SUN-GAZETTE LLC

Sworn to and subscribed before me

The 17th day of August 2018


COMMONWEALTH OF PENNSYLVANIA Notary Public

NOTARIAL SEAL
BETH A MILLER
Notary Public
CITY OF WILLIAMSPORT, LYCOMING COUNTY
My Commission Expires Apr 18, 2020

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette LLC, Dr.:

For publishing the notice attached

Hereto on the above state dates.....\$ 205.56

Probated same.....\$

Total.....\$ 205.56

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN-GAZETTE LLC hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid

RECEIVED

SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

SUN-GAZETTE LLC

BY Bernard A. Oravec

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Ameresco, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Ameresco, Inc.'s attorney at the address listed below. By and through General Counsel

Ameresco, Inc.
111 Speen St.
Frammingham, MA 01701

COMMONWEALTH OF PENNSYLVANIA }
County of Cambria } SS

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application Of Ameresco, Inc. For Approval To Offer, Render, Furnish, Or Supply Gas Or Gas Generation Services As A Broker Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Ameresco, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Ameresco, Inc.'s attorney at the address listed below:

By and through General Counsel
Ameresco, Inc.
111 Speen St.
Framingham, MA 01701

publish that th of *The Johnstown Tribune-Democrat, Johnstown, PA,* on August 9, 2018; and that the Affiant is not interested in the subject matter of said notice or advertising and that all of the allegations as to time, place and character of said publication are true.

On this 10th day of August A.D. 2018, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Sales Manager / Major Accounts of the *Tribune-Democrat, Johnstown, PA,* a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the *Johnstown Tribune, established December 7, 1853;* and of the *Johnstown Democrat, established March 5, 1863.*

County of Cambria, and Commonwealth of Pennsylvania and above matter published in said publication in the regular issues of said publication on August 9, 2018; and that the Affiant is not interested in the subject matter of said notice or advertising and that all of the allegations as to time, place and character of said publication are true.

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Signed and sworn to before me on 10th day of August, 2018, by Christine Marhefka making the statement.

Vivian Ohs

0.00 Lines @ \$2.50 per line	0.00
5.5 Inches @ \$25.00 per inch	137.50
Notary Fee	5.00
Clerical Fee	2.50
Total Cost	145.00

Commonwealth of Pennsylvania - Notary Seal
Vivian Ohs, Notary Public
Cambria County
My commission expires December 6, 2020
Commission number 1123017
Member, Pennsylvania Association of Notaries

To The *Tribune-Democrat, Johnstown, PA*
For publishing the notice or publication attached hereto on the above stated dates.

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

_____ for publisher of _____
a newspaper of general circulation, hereby acknowledges receipt of the aforesaid and publication costs and certifies that the same has been duly paid.

(Name of Newspaper)

By _____

RECEIVED

SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

14. CHECKLIST

For the applicant's convenience, please use the following checklist to ensure all relevant sections are complete. The Commission Secretary's Bureau will not accept an application unless each of the following sections is complete.

Applicant: Ameresco, Inc.

Applicant's Use	X	Signature	
	X	Filing Fee (ONLY CERTIFIED CHECK OR MONEY ORDER)	
	X	Application Affidavit	
	X	Operations Affidavit	
	X	Proof of Publication	
	X	Tax Certification Statement	
	X	Commonwealth Department of State Verification	
	X	Certificate of Service	

PUC Secretary's Bureau Use

RECEIVED

SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of MASSACHUSETTS :

: ss.

County of MIDDLESEX :

David J. Anderson, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[David J. Anderson and Executive Vice President at Ameresco, Inc.]

[That he is authorized to and does make this affidavit for said Applicant;]

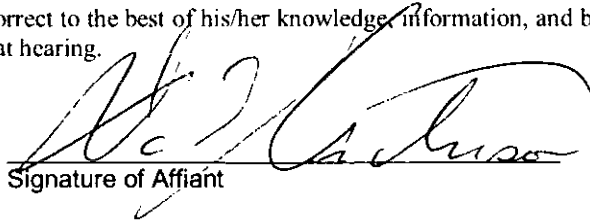
That the Applicant herein Ameresco, Inc. has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. § 2208 (c)(1).

That the Applicant herein Ameresco, Inc. has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein Ameresco, Inc. acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein Ameresco, Inc. acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.


Signature of Affiant

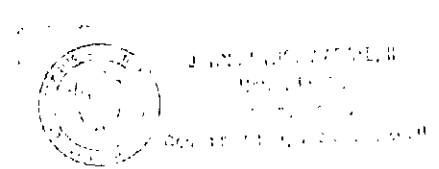
RECEIVED
SEP 6 2018

Sworn and subscribed before me this 15TH day of August, 2018.


Signature of official administering oath

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

My commission expires OCTOBER 2, 2020.



Appendix B

OPERATIONS AFFIDAVIT

[Commonwealth/State] of MASSACHUSETTS:

: ss.

County of MIDDLESEX:

David J. Anderson, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He is the Executive Vice President for Ameresco, Inc.]

[That he is authorized to and does make this affidavit for said Applicant;]

That Ameresco, Inc., the Applicant herein, acknowledges that [Applicant] may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

That Ameresco, Inc., the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render natural gas supply service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That Ameresco, Inc., the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28 shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional natural gas sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

RECEIVED

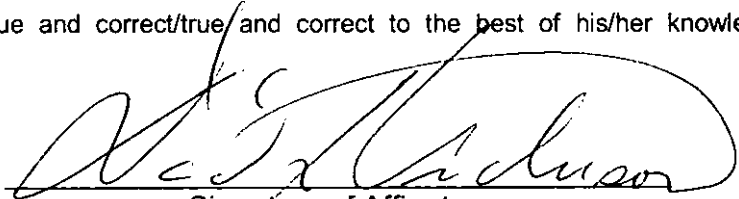
SEP 6 2018

Appendix B (Continued)

That Ameresco, Inc., the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506 and the standards and billing practices of 52 PA. Code Chapter 56.

That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the law.

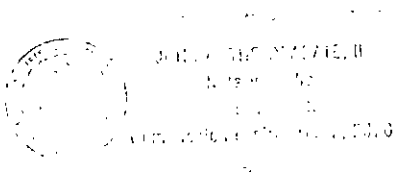
That the facts above set forth are true and correct/true and correct to the best of his/her knowledge, information, and belief.


Signature of Affiant

Sworn and subscribed before me this 15TH day of AUGUST, 2018.


Signature of official administering oath

My commission expires OCTOBER 2, 2020.



RECEIVED

SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



**Application for Parties Wishing to Offer, Render, Furnish, or Supply
Gas or Gas Generation Services to the Public in the Commonwealth of
Pennsylvania**

Ameresco, Inc.

ATTACHMENT A

§ 2(b) Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.

RECEIVED

SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

200070-1209

Microfilm Number _____
Entity Number 2962698

Filed with the Department of State on SEP 15 2000

Kim D'Amico
Secretary of the Commonwealth

APPLICATION FOR CERTIFICATE OF AUTHORITY
DSCB: 15-4124/6124 (Rev 90)

Indicate type of corporation (check one):

- Foreign Business Corporation (15 Pa.C.S. § 4124)
- Foreign Nonprofit Corporation (15 Pa.C.S. § 8124)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (Relating to corporations and unincorporated associations) the undersigned association hereby states that:

1. The name of the corporation is: AMERESCO, Inc.

2. The name which the corporation adopts for use in this Commonwealth is (complete only when the corporation must adopt a corporate designator for use in Pennsylvania):
N/A

3. (If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following):

The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

N/A

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is:
Delaware

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:
1209 Orange Street Wilmington Delaware 19801
Number and Street City State Zip

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) 1835 Market Street Philadelphia Pennsylvania 97204 Philadelphia
Number and Street City State Zip County

(b) c/o: CT Corporation System, Registered Office Philadelphia
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes

PA DEPT OF STATE
2000 SEP 15 11 54 AM '00

7. (Check one of the following):

(Business corporation): The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

(Nonprofit corporation): The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for a Certificate of Authority to be signed by a duly authorized officer thereof this 12th day of September, 2000.

AMERESCO, Inc.

(Name of Corporation)

BY: 

(Signature)

TITLE: Senior Vice President & CFO

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AMERESCO, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2010, AT 11:23 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3216839 8100

100775284

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8135911

DATE: 07-27-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:32 AM 07/27/2010
FILED 11:23 AM 07/27/2010
SRV 100775284 - 3216839 FILE

RESTATED CERTIFICATE OF INCORPORATION

OF

AMERESCO, INC.

(originally incorporated on April 25, 2000)

FIRST: The name of the Corporation is Ameresco, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent. The name of its registered agent at that address is National Registered Agents, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 649,000,000 shares, consisting of (i) 500,000,000 shares of Class A Common Stock, \$.0001 par value per share ("Class A Common Stock"), (ii) 144,000,000 shares of Class B Common Stock, \$.0001 par value per share ("Class B Common Stock"), and (iii) 5,000,000 shares of Preferred Stock, \$.0001 par value per share ("Preferred Stock").

The term "Common Stock" as used herein shall refer collectively to the Class A Common Stock and the Class B Common Stock.

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK.

1. General. Except as expressly provided in this Article Fourth, Class A Common Stock and Class B Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.

2. Voting Rights.

(a) Except as otherwise provided herein or by applicable law, the holders of shares of Class A Common Stock and Class B Common Stock shall at all times vote together as one class on all matters (including the election of directors) submitted to a vote or for the consent of the stockholders of the Corporation. Each holder of shares of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held as of the

applicable record date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation. Each holder of shares of Class B Common Stock shall be entitled to five votes for each share of Class B Common Stock held as of the applicable record date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

(b) The number of authorized shares of Class A Common Stock or Class B Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware. Except as otherwise provided herein or by applicable law, the holders of Common Stock shall not be entitled to vote on any amendment to this Certificate of Incorporation (which, as used herein, shall mean the certificate of incorporation of the Corporation, as amended from time to time, including the terms of any certificate of designations of any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation. There shall be no cumulative voting.

3. Dividends. The holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall be entitled to share equally, on a per-share basis, in such dividends and other distributions of cash, property or shares of stock of the Corporation as may be declared by the Board of Directors from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available therefor; *provided, however,* that in the event that such dividend is paid in the form of shares of Common Stock or rights to acquire Common Stock, the holders of shares of Class A Common Stock shall receive shares of Class A Common Stock or rights to acquire shares of Class A Common Stock, as the case may be, and the holders of shares of Class B Common Stock shall receive shares of Class B Common Stock or rights to acquire shares of Class B Common Stock, as the case may be.

4. Liquidation. In the event of the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share equally, on a per-share basis, in all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

5. Subdivision or Combinations. If the Corporation in any manner subdivides or combines the outstanding shares of one class of Common Stock, the outstanding shares of the other class of Common Stock will be subdivided or combined in the same manner.

6. Conversion.

(a) As used in this Section A of Article Fourth, the following terms shall have the following meanings:

(i) A "Descendant" shall mean a lineal descendant of a Class B Holder (including relationships by legal adoption) or the spouse of such lineal descendant.

(ii) A "Class B Holder" shall mean a holder of shares of Class B Common Stock immediately following the IPO Effective Time.

(iii) A "Class B Holder Controlled Entity" shall mean a corporation, partnership, limited liability company, limited liability partnership or similar entity of which more than a majority of the voting stock, voting partnership interests, voting membership interests or similar voting interests are held directly or indirectly by one or more of (i) a Class B Holder, (ii) the spouse of a Class B Holder, (iii) a Descendant, (iv) a Class B Holder Trust or (v) a Class B Holder Charitable Organization.

(iv) A "Class B Holder Trust" shall mean a trust for the benefit of one or more of (i) a Class B Holder, (ii) the spouse of a Class B Holder, (iii) a Descendant, or (iv) the parents of either, a Class B Holder, a Descendant or the spouse of a Class B Holder, provided, however, that the beneficiaries of such trust may also include (x) individuals or entities entitled to specific cash distributions or specific items of property (other than Class B Common Stock) and (y) one or more charitable organizations, contributions to which are deductible for federal income, estate or gift tax purposes.

(v) A "Class B Holder Charitable Organization" shall mean a charitable organization established by one or more of (i) a Class B Holder, (ii) the spouse of a Class B Holder or (iii) a Descendant, contributions to which are deductible for federal income, estate or gift tax purposes.

(vi) "IPO Effective Time" shall mean the closing of the sale of shares of Class A Common Stock in a public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least \$40,000,000 of gross proceeds to the Corporation.

(vii) A "Permitted Transferee" shall mean (i) a Class B Holder, (ii) the spouse or parents of a Class B Holder, (iii) a Descendant, (iv) the executor or administrator of the estate of a Class B Holder, the spouse of a Class B Holder or a Descendant (but solely in the context of executing or administering such estate), (v) a Class B Holder Controlled Entity, (vi) a Class B Holder Trust or (vii) a Class B Holder Charitable Organization.

(viii) "Transfer" shall mean any sale, assignment, transfer, pledge, conveyance, hypothecation or other transfer or disposition of such share, whether or not for value and whether voluntary or involuntary.

(b) Each share of Class B Common Stock shall be convertible into one fully paid and nonassessable share of Class A Common Stock at the option of the holder thereof at any time.

(c) Each share of Class B Common Stock shall automatically, without any further action, convert into one fully paid and nonassessable share of Class A Common Stock upon the receipt by the Corporation of a written instrument, executed by the holders of a majority of the shares of Class B Common Stock then outstanding, electing to convert all outstanding shares of Class B Common Stock into Class A Common Stock.

(d) Each share of Class B Common Stock shall automatically, without any further action, convert into one fully paid and nonassessable share of Class A Common Stock at such time as the number of outstanding shares of Class B Common Stock is less than 20% of the total number of shares of Class A Common Stock and Class B Common Stock then outstanding. The Corporation shall, as promptly as practicable, give notice of the conversion of shares of Class B Common Stock into Class A Common Stock to all record holders of Class B Common Stock pursuant to this subsection (d); provided that no delay or failure to give such notice shall invalidate or otherwise affect such conversion.

(e) Each share of Class B Common Stock shall automatically, without any further action, convert into one fully paid and nonassessable share of Class A Common Stock upon the Transfer by a holder of such share of Class B Common Stock other than a Transfer to:

(i) a Permitted Transferee; *provided, however, that, notwithstanding this clause (i), each share of Class B Common Stock shall automatically, without any further action, convert into one fully paid and nonassessable share of Class A Common Stock upon the Transfer of such share of Class B Common Stock in a "brokers' transaction", a transaction directly with a "market maker" or a "riskless principal transaction" (each as defined for purposes of Rule 144 of the Securities Act of 1933, as amended), or any similar open market transaction on any securities exchange, national quotation system or over-the-counter market;*

(ii) a pledgee of such holder of shares of Class B Common Stock pursuant to a bona fide pledge of such shares as collateral security for indebtedness due to the pledgee; *provided, however, that such shares shall not be transferred to, registered in the name of, or voted by the pledgee; and, provided, further, that in the event of foreclosure or other similar action by the pledgee, such pledged shares of Class B Common Stock shall automatically, without any further action, convert into shares of Class A Common Stock pursuant to this subsection (e); or*

(iii) a nominee of such holder of shares of Class B Common Stock (without any change in beneficial ownership, as such term is defined under Section 13(d) of the Securities Exchange Act of 1934, as amended).

In the event of an automatic conversion of any shares of Class B Common Stock into shares of Class A Common Stock pursuant to this subsection (e), such conversion shall be deemed to have been made at the time that the Transfer of such shares occurred.

(f) The Corporation may, from time to time, establish such policies and procedures relating to the conversion of the shares of Class B Common Stock into shares of Class A Common Stock and the general administration of this dual class common stock structure, including the issuance of separate stock certificates with respect thereto, as it may deem necessary or advisable, and may request that holders of shares of Class B Common Stock furnish affidavits or other proof to the Corporation as it deems necessary to verify the ownership of shares of Class B Common Stock, to determine whether a Transfer of shares of Class B Common Stock will result in a conversion to shares of Class A Common Stock, and to otherwise

confirm that a conversion to shares of Class A Common Stock has not occurred. A determination by the Secretary of the Corporation that a Transfer of shares of Class B Common Stock results in a conversion to shares of Class A Common Stock shall be conclusive.

(g) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class B Common Stock, such number of shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock.

(h) Upon any conversion of Class B Common Stock into Class A Common Stock, all rights of the holder of shares of Class B Common Stock shall cease, and the person or persons in whose names or names the certificate or certificates representing the shares of Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of shares of Class A Common Stock. If any shares of Class B Common Stock shall be converted pursuant to this Section 6, the shares so converted shall be retired and cancelled and may not be reissued as shares of Class B Common Stock.

7. Mergers, Consolidation or Other Combination Transactions. In the event that the Corporation shall be a party to any merger, consolidation, business combination or other transaction in which shares of Common Stock are exchanged for or converted into stock or securities of another entity, or the right to receive cash or any other property, then, and in such event, the shares of Class A Common Stock and Class B Common Stock shall be entitled to be exchanged for or converted into the same kind and amount of stock, securities, cash or other property, as the case may be, into which or for which each share of the other class of Common Stock is exchanged or converted. Notwithstanding the foregoing sentence, if the shares of Common Stock of the Corporation outstanding immediately prior to such merger, consolidation, business combination or other transaction continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation (without giving effect to any differences in the voting rights of the stock or securities of the surviving or resulting entity to be received by holders of shares of Class A Common Stock and Class B Common Stock), then the holders of shares of Class A Common Stock and Class B Common Stock shall be entitled to receive stock or securities of the surviving or resulting entity that differ with respect to voting rights and conversion rights in a similar manner to which the shares of Class A Common Stock and Class B Common Stock differ under this Certificate of Incorporation.

8. Restrictions on Issuance. Following the IPO Effective Time, the Corporation shall not issue or sell any shares of Class B Common Stock or any securities (including, without limitation, any rights, options, warrants or other securities) convertible into or exercisable or exchangeable for shares of Class B Common Stock. Notwithstanding the foregoing sentence, the Corporation may issue shares of Class B Common Stock pursuant to stock splits, stock dividends, subdivisions, combinations, recapitalizations or similar transactions with respect to the Class B Common Stock.

B. PREFERRED STOCK

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by adopting a resolution or resolutions providing for the issuance of the shares thereof and by filing a certificate of designations relating thereto in accordance with the General Corporation Law of the State of Delaware, to determine and fix the number of shares of such series and such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the General Corporation Law of the State of Delaware. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to any other series of Preferred Stock to the extent permitted by law.

The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the voting power of the capital stock of the Corporation entitled to vote thereon, voting as a single class, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

FIFTH: Except as otherwise provided herein, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

SIXTH: In furtherance and not in limitation of the powers conferred upon it by the General Corporation Law of the State of Delaware, and subject to the terms of any series of Preferred Stock, the Board of Directors shall have the power to adopt, amend, alter or repeal the By-laws of the Corporation by the affirmative vote of a majority of the directors present at any regular or special meeting of the Board of Directors at which a quorum is present. The stockholders may not adopt, amend, alter or repeal the By-laws of the Corporation, or adopt any provision inconsistent therewith, unless such action is approved, in addition to any other vote required by this Certificate of Incorporation, by the affirmative vote of the holders of shares representing at least two-thirds of the votes that all the stockholders would be entitled to cast in any annual election of directors or class of directors. Notwithstanding any other provisions of law, this Certificate of Incorporation or the By-laws of the Corporation, and notwithstanding the fact that a lesser percentage may be specified by law, the affirmative vote of the holders of shares

representing at least two-thirds of the votes which all the stockholders would be entitled to cast in any annual election of directors or class of directors shall be required to amend or repeal, or to adopt any provision inconsistent with, this Article SIXTH.

SEVENTH: Except to the extent that the General Corporation Law of the State of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the General Corporation Law of the State of Delaware is amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended.

EIGHTH: The Corporation shall provide indemnification as follows:

1. Actions, Suits and Proceedings Other than by or in the Right of the Corporation. The Corporation shall indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) (all such persons being referred to hereafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), liabilities, losses, judgments, fines (including excise taxes and penalties arising under the Employee Retirement Income Security Act of 1974), and amounts paid in settlement actually and reasonably incurred by or on behalf of Indemnitee in connection with such action, suit or proceeding and any appeal therefrom, if Indemnitee acted in good faith and in a manner which Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that Indemnitee did not act in good faith and in a manner which Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. Actions or Suits by or in the Right of the Corporation. The Corporation shall indemnify any Indemnitee who was or is a party to or threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that Indemnitee is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer, partner, employee or trustee of, or in a similar capacity

with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees) and, to the extent permitted by law, amounts paid in settlement actually and reasonably incurred by or on behalf of Indemnitee in connection with such action, suit or proceeding and any appeal therefrom, if Indemnitee acted in good faith and in a manner which Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this Section 2 in respect of any claim, issue or matter as to which Indemnitee shall have been adjudged to be liable to the Corporation, unless, and only to the extent, that the Court of Chancery of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of such liability but in view of all the circumstances of the case, Indemnitee is fairly and reasonably entitled to indemnity for such expenses (including attorneys' fees) which the Court of Chancery of Delaware or such other court shall deem proper.

3. Indemnification for Expenses of Successful Party. Notwithstanding any other provisions of this Article EIGHTH, to the extent that an Indemnitee has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article EIGHTH, or in defense of any claim, issue or matter therein, or on appeal from any such action, suit or proceeding, Indemnitee shall be indemnified against all expenses (including attorneys' fees) actually and reasonably incurred by or on behalf of Indemnitee in connection therewith. Without limiting the foregoing, if any action, suit or proceeding is disposed of, on the merits or otherwise (including a disposition without prejudice), without (i) the disposition being adverse to Indemnitee, (ii) an adjudication that Indemnitee was liable to the Corporation, (iii) a plea of guilty or nolo contendere by Indemnitee, (iv) an adjudication that Indemnitee did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and (v) with respect to any criminal proceeding, an adjudication that Indemnitee had reasonable cause to believe his or her conduct was unlawful, Indemnitee shall be considered for the purposes hereof to have been wholly successful with respect thereto.

4. Notification and Defense of Claim. As a condition precedent to an Indemnitee's right to be indemnified, such Indemnitee must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such Indemnitee for which indemnity will or could be sought. With respect to any action, suit, proceeding or investigation of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to Indemnitee. After notice from the Corporation to Indemnitee of its election so to assume such defense, the Corporation shall not be liable to Indemnitee for any legal or other expenses subsequently incurred by Indemnitee in connection with such action, suit, proceeding or investigation, other than as provided below in this Section 4. Indemnitee shall have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of Indemnitee unless (i) the employment of counsel by Indemnitee has been authorized by the Corporation, (ii) counsel to Indemnitee shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and Indemnitee

in the conduct of the defense of such action, suit, proceeding or investigation or (iii) the Corporation shall not in fact have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for Indemnitee shall be at the expense of the Corporation, except as otherwise expressly provided by this Article EIGHTH. The Corporation shall not be entitled, without the consent of Indemnitee, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for Indemnitee shall have reasonably made the conclusion provided for in clause (ii) above. The Corporation shall not be required to indemnify Indemnitee under this Article EIGHTH for any amounts paid in settlement of any action, suit, proceeding or investigation effected without its written consent. The Corporation shall not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on Indemnitee without Indemnitee's written consent. Neither the Corporation nor Indemnitee will unreasonably withhold or delay its consent to any proposed settlement.

5. Advance of Expenses. Subject to the provisions of Section 6 of this Article EIGHTH, in the event of any threatened or pending action, suit, proceeding or investigation of which the Corporation receives notice under this Article EIGHTH, any expenses (including attorneys' fees) incurred by or on behalf of Indemnitee in defending an action, suit, proceeding or investigation or any appeal therefrom shall be paid by the Corporation in advance of the final disposition of such matter; provided, however, that the payment of such expenses incurred by or on behalf of Indemnitee in advance of the final disposition of such matter shall be made only upon receipt of an undertaking by or on behalf of Indemnitee to repay all amounts so advanced in the event that it shall ultimately be determined that Indemnitee is not entitled to be indemnified by the Corporation as authorized in this Article EIGHTH; and provided further that no such advancement of expenses shall be made under this Article EIGHTH if it is determined (in the manner described in Section 6) that (i) Indemnitee did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or (ii) with respect to any criminal action or proceeding, Indemnitee had reasonable cause to believe his or her conduct was unlawful. Such undertaking shall be accepted without reference to the financial ability of Indemnitee to make such repayment.

6. Procedure for Indemnification and Advancement of Expenses. In order to obtain indemnification or advancement of expenses pursuant to Section 1, 2, 3 or 5 of this Article EIGHTH, an Indemnitee shall submit to the Corporation a written request. Any such advancement of expenses shall be made promptly, and in any event within 60 days after receipt by the Corporation of the written request of Indemnitee, unless (i) the Corporation has assumed the defense pursuant to Section 4 of this Article EIGHTH (and none of the circumstances described in Section 4 of this Article EIGHTH that would nonetheless entitle the Indemnitee to indemnification for the fees and expenses of separate counsel have occurred) or (ii) the Corporation determines within such 60-day period that Indemnitee did not meet the applicable standard of conduct set forth in Section 1, 2 or 5 of this Article EIGHTH, as the case may be. Any such indemnification, unless ordered by a court, shall be made with respect to requests under Section 1 or 2 only as authorized in the specific case upon a determination by the Corporation that the indemnification of Indemnitee is proper because Indemnitee has met the applicable standard of conduct set forth in Section 1 or 2, as the case may be. Such determination shall be made in each instance (a) by a majority vote of the directors of the

Corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question ("disinterested directors"), whether or not a quorum, (b) by a committee of disinterested directors designated by majority vote of disinterested directors, whether or not a quorum, (c) if there are no disinterested directors, or if the disinterested directors so direct, by independent legal counsel (who may, to the extent permitted by law, be regular legal counsel to the Corporation) in a written opinion, or (d) by the stockholders of the Corporation.

7. Remedies. The right to indemnification or advancement of expenses as granted by this Article EIGHTH shall be enforceable by Indemnitee in any court of competent jurisdiction. Neither the failure of the Corporation to have made a determination prior to the commencement of such action that indemnification is proper in the circumstances because Indemnitee has met the applicable standard of conduct, nor an actual determination by the Corporation pursuant to Section 6 of this Article EIGHTH that Indemnitee has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that Indemnitee has not met the applicable standard of conduct. Indemnitee's expenses (including attorneys' fees) reasonably incurred in connection with successfully establishing Indemnitee's right to indemnification, in whole or in part, in any such proceeding shall also be indemnified by the Corporation. Notwithstanding the foregoing, in any suit brought by Indemnitee to enforce a right to indemnification hereunder it shall be a defense that the Indemnitee has not met any applicable standard for indemnification set forth in the General Corporation Law of the State of Delaware.

8. Limitations. Notwithstanding anything to the contrary in this Article EIGHTH, except as set forth in Section 7 of this Article EIGHTH, the Corporation shall not indemnify an Indemnitee pursuant to this Article EIGHTH in connection with a proceeding (or part thereof) initiated by such Indemnitee unless the initiation thereof was approved by the Board of Directors of the Corporation. Notwithstanding anything to the contrary in this Article EIGHTH, the Corporation shall not indemnify an Indemnitee to the extent such Indemnitee is reimbursed from the proceeds of insurance, and in the event the Corporation makes any indemnification payments to an Indemnitee and such Indemnitee is subsequently reimbursed from the proceeds of insurance, such Indemnitee shall promptly refund indemnification payments to the Corporation to the extent of such insurance reimbursement.

9. Subsequent Amendment. No amendment, termination or repeal of this Article EIGHTH or of the relevant provisions of the General Corporation Law of the State of Delaware or any other applicable laws shall adversely affect or diminish in any way the rights of any Indemnitee to indemnification under the provisions hereof with respect to any action, suit, proceeding or investigation arising out of or relating to any actions, transactions or facts occurring prior to the final adoption of such amendment, termination or repeal.

10. Other Rights. The indemnification and advancement of expenses provided by this Article EIGHTH shall not be deemed exclusive of any other rights to which an Indemnitee seeking indemnification or advancement of expenses may be entitled under any law (common or statutory), agreement or vote of stockholders or disinterested directors or otherwise, both as to action in Indemnitee's official capacity and as to action in any other capacity while holding office for the Corporation, and shall continue as to an Indemnitee who has ceased to be a director or officer, and shall inure to the benefit of the estate, heirs, executors and administrators

of Indemnitee. Nothing contained in this Article EIGHTH shall be deemed to prohibit, and the Corporation is specifically authorized to enter into, agreements with officers and directors providing indemnification rights and procedures different from those set forth in this Article EIGHTH. In addition, the Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article EIGHTH.

11. Partial Indemnification. If an Indemnitee is entitled under any provision of this Article EIGHTH to indemnification by the Corporation for some or a portion of the expenses (including attorneys' fees), liabilities, losses, judgments, fines (including excise taxes and penalties arising under the Employee Retirement Income Security Act of 1974) or amounts paid in settlement actually and reasonably incurred by or on behalf of Indemnitee in connection with any action, suit, proceeding or investigation and any appeal therefrom but not, however, for the total amount thereof, the Corporation shall nevertheless indemnify Indemnitee for the portion of such expenses (including attorneys' fees), liabilities, losses, judgments, fines (including excise taxes and penalties arising under the Employee Retirement Income Security Act of 1974) or amounts paid in settlement to which Indemnitee is entitled.

12. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) against any expense, liability or loss incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

13. Savings Clause. If this Article EIGHTH or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Indemnitee as to any expenses (including attorneys' fees), liabilities, losses, judgments, fines (including excise taxes and penalties arising under the Employee Retirement Income Security Act of 1974) and amounts paid in settlement in connection with any action, suit, proceeding or investigation, whether civil, criminal or administrative, including an action by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article EIGHTH that shall not have been invalidated and to the fullest extent permitted by applicable law.

14. Definitions. Terms used herein and defined in Section 145(h) and Section 145(i) of the General Corporation Law of the State of Delaware shall have the respective meanings assigned to such terms in such Section 145(h) and Section 145(i).

NINTH: This Article NINTH is inserted for the management of the business and for the conduct of the affairs of the Corporation.

1. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors

2. Number of Directors; Election of Directors. Subject to the rights of holders of any series of Preferred Stock to elect directors, the number of directors of the Corporation shall be established by the Board of Directors. Election of directors need not be by written ballot, except as and to the extent provided in the By-laws of the Corporation.

3. Classes of Directors. Subject to the rights of holders of any series of Preferred Stock to elect directors, the Board of Directors shall be and is divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. The Board of Directors is authorized to assign members of the Board of Directors already in office to Class I, Class II or Class III at the time such classification becomes effective.

4. Terms of Office. Subject to the rights of holders of any series of Preferred Stock to elect directors, each director shall serve for a term ending on the date of the third annual meeting of stockholders following the annual meeting of stockholders at which such director was elected; provided that each director initially assigned to Class I shall serve for a term expiring at the Corporation's annual meeting of stockholders held in 2011; each director initially assigned to Class II shall serve for a term expiring at the Corporation's annual meeting of stockholders held in 2012; and each director initially assigned to Class III shall serve for a term expiring at the Corporation's annual meeting of stockholders held in 2013; provided further, that the term of each director shall continue until the election and qualification of his or her successor and be subject to his or her earlier death, resignation or removal.

5. Quorum. The greater of (a) a majority of the directors at any time in office and (b) one-third of the number of directors fixed pursuant to Section 2 of this Article NINTH shall constitute a quorum of the Board of Directors. If at any meeting of the Board of Directors there shall be less than such a quorum, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present.

6. Action at Meeting. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number is required by law or by this Certificate of Incorporation.

7. Removal. Subject to the rights of holders of any series of Preferred Stock, directors of the Corporation may be removed only for cause and only by the affirmative vote of the holders of shares representing at least two-thirds of the votes which all the stockholders would be entitled to cast in any annual election of directors or class of directors.

8. Vacancies. Subject to the rights of holders of any series of Preferred Stock, any vacancy or newly created directorship in the Board of Directors, however occurring, shall be filled only by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director and shall not be filled by the stockholders. A director elected to fill a vacancy shall hold office until the next election of the class for which such director shall have been chosen, subject to the election and qualification of his or her successor and to such director's earlier death, resignation or removal.

9. Stockholder Nominations and Introduction of Business, Etc. Advance notice of stockholder nominations for election of directors and other business to be brought by stockholders before a meeting of stockholders shall be given in the manner provided by the By-laws of the Corporation.

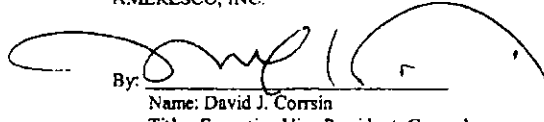
10. Amendments to Article. Notwithstanding any other provisions of law, this Certificate of Incorporation or the By-laws of the Corporation, and notwithstanding the fact that a lesser percentage may be specified by law, the affirmative vote of the holders of shares representing at least two-thirds of the votes which all the stockholders would be entitled to cast in any annual election of directors or class of directors shall be required to amend or repeal, or to adopt any provision inconsistent with, this Article NINTH.

TENTH: Stockholders of the Corporation may not take any action by written consent in lieu of a meeting. Notwithstanding any other provisions of law, this Certificate of Incorporation or the By-laws of the Corporation, and notwithstanding the fact that a lesser percentage may be specified by law, the affirmative vote of the holders of shares representing at least two-thirds of the votes which all the stockholders would be entitled to cast in any annual election of directors or class of directors shall be required to amend or repeal, or to adopt any provision inconsistent with, this Article TENTH.

ELEVENTH: Special meetings of stockholders for any purpose or purposes may be called at any time by only the Board of Directors, the Chairman of the Board or the Chief Executive Officer, and may not be called by any other person or persons. Business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting. Notwithstanding any other provisions of law, this Certificate of Incorporation or the By-laws of the Corporation, and notwithstanding the fact that a lesser percentage may be specified by law, the affirmative vote of the holders of shares representing at least two-thirds of the votes which all the stockholders would be entitled to cast in any annual election of directors or class of directors shall be required to amend or repeal, or to adopt any provision inconsistent with, this Article ELEVENTH.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which restates, integrates and amends the certificate of incorporation of the Corporation, and which has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, has been executed by its duly authorized officer this 27th day of July, 2010.

AMERESCO, INC.

By: 
Name: David J. Corrin
Title: Executive Vice President, General
Counsel and Secretary

4/27/00

BY-LAWS
OF
AMERESCO, INC.

BY-LAWS
TABLE OF CONTENTS

	<u>Page</u>
ARTICLE 1 - Stockholders.....	4
1.1 Place of Meetings.....	4
1.2 Annual Meeting.....	4
1.3 Special Meetings.....	4
1.4 Notice of Meetings.....	4
1.5 Voting List.....	4
1.6 Quorum.....	5
1.7 Adjournments.....	5
1.8 Voting and Proxies.....	5
1.9 Action at Meeting.....	5
1.10 Action without Meeting.....	5
ARTICLE 2 - Directors.....	6
2.1 General Powers.....	6
2.2 Number; Election and Qualification.....	6
2.3 Enlargement of the Board.....	6
2.4 Tenure.....	6
2.5 Vacancies.....	6
2.6 Resignation.....	6
2.7 Regular Meetings.....	6
2.8 Special Meetings.....	7
2.9 Notice of Special Meetings.....	7
2.10 Meetings by Telephone Conference Calls.....	7
2.11 Quorum.....	7
2.12 Action at Meeting.....	7
2.13 Action by Consent.....	7
2.14 Removal.....	7
2.15 Committees.....	8
2.16 Compensation of Directors.....	8
ARTICLE 3 - Officers.....	8
3.1 Enumeration.....	8
3.2 Election.....	8
3.3 Qualification.....	8
3.4 Tenure.....	8
3.5 Resignation and Removal.....	9
3.6 Vacancies.....	9
3.7 Chairman of the Board and Vice-Chairman of the Board.....	9
3.8 President.....	9

3.9	Vice Presidents.....	9
3.10	Secretary and Assistant Secretaries.....	10
3.11	Treasurer and Assistant Treasurers.....	10
3.12	Salaries.....	10
ARTICLE 4 - Capital Stock.....		11
4.1	Issuance of Stock.....	11
4.2	Certificates of Stock.....	11
4.3	Transfers.....	11
4.4	Lost, Stolen or Destroyed Certificates.....	12
4.5	Record Date.....	12
ARTICLE 5 - General Provisions.....		12
5.1	Fiscal Year.....	12
5.2	Corporate Seal.....	12
5.3	Waiver of Notice.....	12
5.4	Voting of Securities.....	13
5.5	Evidence of Authority.....	13
5.6	Certificate of Incorporation.....	13
5.7	Transactions with Interested Parties.....	13
5.8	Severability.....	14
5.9	Pronouns.....	14
ARTICLE 6 - Amendments.....		14
6.1	By the Board of Directors.....	14
6.2	By the Stockholders.....	14

BY-LAWS
OF
AMERESCO, INC.

ARTICLE 1 - Stockholders

1.1 Place of Meetings. All meetings of stockholders shall be held at such place within or without the State of Delaware as may be designated from time to time by the Board of Directors or the President or, if not so designated, at the registered office of the corporation.

1.2 Annual Meeting. The annual meeting of stockholders for the election of directors and for the transaction of such other business as may properly be brought before the meeting shall be held on a date to be fixed by the Board of Directors or the President (which date shall not be a legal holiday in the place where the meeting is to be held) at the time and place to be fixed by the Board of Directors or the President and stated in the notice of the meeting. If no annual meeting is held in accordance with the foregoing provisions, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient. If no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu of the annual meeting, and any action taken at that special meeting shall have the same effect as if it had been taken at the annual meeting, and in such case all references in these By-laws to the annual meeting of the stockholders shall be deemed to refer to such special meeting.

1.3 Special Meetings. Special meetings of stockholders may be called at any time by the President or by the Board of Directors. Business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

1.4 Notice of Meetings. Except as otherwise provided by law, written notice of each meeting of stockholders, whether annual or special, shall be given not less than 10 nor more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting. The notices of all meetings shall state the place, date and hour of the meeting. The notice of a special meeting shall state, in addition, the purpose or purposes for which the meeting is called. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the corporation.

1.5 Voting List. The officer who has charge of the stock ledger of the corporation shall prepare, at least 10 days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder.

Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least 10 days prior to the meeting, at a place within the city where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time of the meeting, and may be inspected by any stockholder who is present.

1.6 Quorum. Except as otherwise provided by law, the Certificate of Incorporation or these By-laws, the holders of a majority of the shares of the capital stock of the corporation issued and outstanding and entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business.

1.7 Adjournments. Any meeting of stockholders may be adjourned to any other time and to any other place at which a meeting of stockholders may be held under these By-laws by the stockholders present or represented at the meeting and entitled to vote, although less than a quorum, or, if no stockholder is present, by any officer entitled to preside at or to act as Secretary of such meeting. It shall not be necessary to notify any stockholder of any adjournment of less than 30 days if the time and place of the adjourned meeting are announced at the meeting at which adjournment is taken, unless after the adjournment a new record date is fixed for the adjourned meeting. At the adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting.

1.8 Voting and Proxies. Each stockholder shall have one vote for each share of stock entitled to vote held of record by such stockholder and a proportionate vote for each fractional share so held, unless otherwise provided in the Certificate of Incorporation. Each stockholder of record entitled to vote at a meeting of stockholders, or to express consent or dissent to corporate action in writing without a meeting, may vote or express such consent or dissent in person or may authorize another person or persons to vote or act for him by written proxy executed by the stockholder or his authorized agent and delivered to the Secretary of the corporation. No such proxy shall be voted or acted upon after three years from the date of its execution, unless the proxy expressly provides for a longer period.

1.9 Action at Meeting. When a quorum is present at any meeting, the holders of shares of stock representing a majority of the votes cast on a matter (or if there are two or more classes of stock entitled to vote as separate classes, then in the case of each such class, the holders of shares of stock of that class representing a majority of the votes cast on a matter) shall decide any matter to be voted upon by the stockholders at such meeting, except when a different vote is required by express provision of law, the Certificate of Incorporation or these By-Laws. When a quorum is present at any meeting, any election by stockholders shall be determined by a plurality of the votes cast on the election.

1.10 Action without Meeting. Except as otherwise provided by law or the Certificate of Incorporation, any action required or permitted to be taken at any annual or special meeting of stockholders of the corporation may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to

authorize or take such action at a meeting at which all shares entitled to vote on such action were present and voted. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE 2 - Directors

2.1 General Powers. The business and affairs of the corporation shall be managed by or under the direction of a Board of Directors, who may exercise all of the powers of the corporation except as otherwise provided by law or the Certificate of Incorporation. In the event of a vacancy in the Board of Directors, the remaining directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

2.2 Number, Election and Qualification. The number of directors which shall constitute the whole Board of Directors shall be determined by resolution of the stockholders or the Board of Directors, but in no event shall be less than one. The number of directors may be decreased at any time and from time to time either by the stockholders or by a majority of the directors then in office, but only to eliminate vacancies existing by reason of the death, resignation, removal or expiration of the term of one or more directors. The directors shall be elected at the annual meeting of stockholders by such stockholders as have the right to vote on such election. Directors need not be stockholders of the corporation.

2.3 Enlargement of the Board. The number of directors may be increased at any time and from time to time by the stockholders or by a majority of the directors then in office.

2.4 Tenure. Each director shall hold office until the next annual meeting and until his successor is elected and qualified, or until his earlier death, resignation or removal.

2.5 Vacancies. Unless and until filled by the stockholders, any vacancy in the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board, may be filled by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next annual meeting of stockholders and until his successor is elected and qualified, or until his earlier death, resignation or removal.

2.6 Resignation. Any director may resign by delivering his written resignation to the corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

2.7 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place, either within or without the State of Delaware, as shall be determined from time to time by the Board of Directors; provided that any director who is absent when such a determination is made shall be given notice of the determination. A regular meeting

of the Board of Directors may be held without notice immediately after and at the same place as the annual meeting of stockholders.

2.8 Special Meetings. Special meetings of the Board of Directors may be held at any time and place, within or without the State of Delaware, designated in a call by the Chairman of the Board, President, two or more directors, or by one director in the event that there is only a single director in office.

2.9 Notice of Special Meetings. Notice of any special meeting of directors shall be given to each director by the Secretary or by the officer or one of the directors calling the meeting. Notice shall be duly given to each director (i) by giving notice to such director in person or by telephone at least 48 hours in advance of the meeting, (ii) by sending a telegram or telefax, or delivering written notice by hand, to his last known business or home address at least 48 hours in advance of the meeting, or (iii) by mailing written notice to his last known business or home address at least 72 hours in advance of the meeting. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

2.10 Meetings by Telephone Conference Calls. Directors or any members of any committee designated by the directors may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

2.11 Quorum. A majority of the total number of the whole Board of Directors shall constitute a quorum at all meetings of the Board of Directors. In the event one or more of the directors shall be disqualified to vote at any meeting, then the required quorum shall be reduced by one for each such director so disqualified; provided, however, that in no case shall less than one-third (1/3) of the number so fixed constitute a quorum. In the absence of a quorum at any such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present.

2.12 Action at Meeting. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall be sufficient to take any action, unless a different vote is specified by law, the Certificate of Incorporation or these By-Laws.

2.13 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee of the Board of Directors may be taken without a meeting, if all members of the Board or committee, as the case may be, consent to the action in writing, and the written consents are filed with the minutes of proceedings of the Board or committee.

2.14 Removal. Except as otherwise provided by the General Corporation Law of Delaware, any one or more or all of the directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors, except that the

directors elected by the holders of a particular class or series of stock may be removed without cause only by vote of the holders of a majority of the outstanding shares of such class or series.

2.15 Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members of the committee present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors and subject to the provisions of the General Corporation Law of the State of Delaware, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it. Each such committee shall keep minutes and make such reports as the Board of Directors may from time to time request. Except as the Board of Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these By-laws for the Board of Directors.

2.16 Compensation of Directors. Directors may be paid such compensation for their services and such reimbursement for expenses of attendance at meetings as the Board of Directors may from time to time determine. ~~No such payment shall preclude any director from~~ serving the corporation or any of its parent or subsidiary corporations in any other capacity and receiving compensation for such service.

ARTICLE 3 - Officers

3.1 Enumeration. The officers of the corporation shall consist of a President, a Secretary, a Treasurer and such other officers with such other titles as the Board of Directors shall determine, including a Chairman of the Board, a Vice-Chairman of the Board, and one or more Vice Presidents, Assistant Treasurers, and Assistant Secretaries. The Board of Directors may appoint such other officers as it may deem appropriate.

3.2 Election. The President, Treasurer and Secretary shall be elected annually by the Board of Directors at its first meeting following the annual meeting of stockholders. Other officers may be appointed by the Board of Directors at such meeting or at any other meeting.

3.3 Qualification. No officer need be a stockholder. Any two or more offices may be held by the same person.

3.4 Tenure. Except as otherwise provided by law, by the Certificate of Incorporation or by these By-laws, each officer shall hold office until his successor is elected and qualified,

unless a different term is specified in the vote choosing or appointing him, or until his earlier death, resignation or removal.

3.5 Resignation and Removal. Any officer may resign by delivering his written resignation to the corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Any officer may be removed at any time, with or without cause, by vote of a majority of the entire number of directors then in office.

Except as the Board of Directors may otherwise determine, no officer who resigns or is removed shall have any right to any compensation as an officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise, unless such compensation is expressly provided in a duly authorized written agreement with the corporation.

3.6 Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of President, Treasurer and Secretary. Each such successor shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified, or until his earlier death, resignation or removal.

3.7 Chairman of the Board and Vice-Chairman of the Board. The Board of Directors may appoint a Chairman of the Board and may designate the Chairman of the Board as Chief Executive Officer. If the Board of Directors appoints a Chairman of the Board, he shall perform such duties and possess such powers as are assigned to him by the Board of Directors. If the Board of Directors appoints a Vice-Chairman of the Board, he shall, in the absence or disability of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board and shall perform such other duties and possess such other powers as may from time to time be vested in him by the Board of Directors.

3.8 President. The President shall, subject to the direction of the Board of Directors, have general charge and supervision of the business of the corporation. Unless otherwise provided by the Board of Directors, he shall preside at all meetings of the stockholders and, if he is a director, at all meetings of the Board of Directors. Unless the Board of Directors has designated the Chairman of the Board or another officer as Chief Executive Officer, the President shall be the Chief Executive Officer of the corporation. The President shall perform such other duties and shall have such other powers as the Board of Directors may from time to time prescribe.

3.9 Vice Presidents. Any Vice President shall perform such duties and possess such powers as the Board of Directors or the President may from time to time prescribe. In the event of the absence, inability or refusal to act of the President, the Vice President (or if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors) shall

perform the duties of the President and when so performing shall have all the powers of and be subject to all the restrictions upon the President. The Board of Directors may assign to any Vice President the title of Executive Vice President, Senior Vice President or any other title selected by the Board of Directors.

3.10 Secretary and Assistant Secretaries. The Secretary shall perform such duties and shall have such powers as the Board of Directors or the President may from time to time prescribe. In addition, the Secretary shall perform such duties and have such powers as are incident to the office of the secretary, including without limitation the duty and power to give notices of all meetings of stockholders and special meetings of the Board of Directors, to attend all meetings of stockholders and the Board of Directors and keep a record of the proceedings, to maintain a stock ledger and prepare lists of stockholders and their addresses as required, to be custodian of corporate records and the corporate seal and to affix and attest to the same on documents.

Any Assistant Secretary shall perform such duties and possess such powers as the Board of Directors, the President or the Secretary may from time to time prescribe. In the event of the absence, inability or refusal to act of the Secretary, the Assistant Secretary, (or if there shall be more than one, the Assistant Secretaries in the order determined by the Board of Directors) shall perform the duties and exercise the powers of the Secretary.

In the absence of the Secretary or any Assistant Secretary at any meeting of stockholders or directors, the person presiding at the meeting shall designate a temporary secretary to keep a record of the meeting.

3.11 Treasurer and Assistant Treasurers. The Treasurer shall perform such duties and shall have such powers as may from time to time be assigned to him by the Board of Directors or the President. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of treasurer, including without limitation the duty and power to keep and be responsible for all funds and securities of the corporation, to deposit funds of the corporation in depositories selected in accordance with these By-laws, to disburse such funds as ordered by the Board of Directors, to make proper accounts of such funds, and to render as required by the Board of Directors statements of all such transactions and of the financial condition of the corporation.

The Assistant Treasurers shall perform such duties and possess such powers as the Board of Directors, the President or the Treasurer may from time to time prescribe. In the event of the absence, inability or refusal to act of the Treasurer, the Assistant Treasurer, (or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors) shall perform the duties and exercise the powers of the Treasurer.

3.12 Salaries. Officers of the corporation shall be entitled to such salaries, compensation or reimbursement as shall be fixed or allowed from time to time by the Board of Directors.

ARTICLE 4 - Capital Stock

4.1 Issuance of Stock. Unless otherwise voted by the stockholders and subject to the provisions of the Certificate of Incorporation, the whole or any part of any unissued balance of the authorized capital stock of the corporation or the whole or any part of any unissued balance of the authorized capital stock of the corporation held in its treasury may be issued, sold, transferred or otherwise disposed of by vote of the Board of Directors in such manner, for such consideration and on such terms as the Board of Directors may determine.

4.2 Certificates of Stock. Every holder of stock of the corporation shall be entitled to have a certificate, in such form as may be prescribed by law and by the Board of Directors, certifying the number and class of shares owned by him in the corporation. Each such certificate shall be signed by, or in the name of the corporation by, the Chairman or Vice-Chairman, if any, of the Board of Directors, or the President or a Vice President, and the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the corporation. Any or all of the signatures on the certificate may be a facsimile.

Each certificate for shares of stock which are subject to any restriction on transfer pursuant to the Certificate of Incorporation, the By-laws, applicable securities laws or any agreement among any number of shareholders or among such holders and the corporation shall have conspicuously noted on the face or back of the certificate either the full text of the restriction or a statement of the existence of such restriction.

If the corporation shall be authorized to issue more than one class of stock or more than one series of any class, ~~the powers, designations, preferences and relative, participating, optional~~ or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of each certificate representing shares of such class or series of stock, provided that in lieu of the foregoing requirements there may be set forth on the face or back of each certificate representing shares of such class or series of stock a statement that the corporation will furnish without charge to each stockholder who so requests a copy of the full text of the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

4.3 Transfers. Except as otherwise established by rules and regulations adopted by the Board of Directors, and subject to applicable law, shares of stock may be transferred on the books of the corporation by the surrender to the corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment or power of attorney properly executed, and with such proof of authority or the authenticity of signature as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, by the Certificate of Incorporation or by these By-laws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect to such stock, regardless of any transfer, pledge or other disposition of such stock until the shares have been

transferred on the books of the corporation in accordance with the requirements of these By-laws.

4.4 Lost, Stolen or Destroyed Certificates. The corporation may issue a new certificate of stock in place of any previously issued certificate alleged to have been lost, stolen, or destroyed, upon such terms and conditions as the Board of Directors may prescribe, including the presentation of reasonable evidence of such loss, theft or destruction and the giving of such indemnity as the Board of Directors may require for the protection of the corporation or any transfer agent or registrar.

4.5 Record Date. The Board of Directors may fix in advance a date as a record date for the determination of the stockholders entitled to notice of or to vote at any meeting of stockholders or to express consent (or dissent) to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action. Such record date shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 10 days after the date of adoption of a record date for a written consent without a meeting, nor more than 60 days prior to any other action to which such record date relates.

If no record date is fixed, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day before the day on which notice is given, or, if notice is waived, at the close of business on the day before the day on which the meeting is held. The record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is properly delivered to the corporation. The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating to such purpose.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

ARTICLE 5 - General Provisions

5.1 Fiscal Year. Except as from time to time otherwise designated by the Board of Directors, the fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December in each year.

5.2 Corporate Seal. The corporate seal shall be in such form as shall be approved by the Board of Directors.

5.3 Waiver of Notice. Whenever any notice whatsoever is required to be given by law, by the Certificate of Incorporation or by these By-laws, a waiver of such notice either in

writing signed by the person entitled to such notice or such person's duly authorized attorney, or by telegraph, cable or any other available method, whether before, at or after the time stated in such waiver, or the appearance of such person or persons at such meeting in person or by proxy, shall be deemed equivalent to such notice.

5.4 Voting of Securities. Except as the directors may otherwise designate, the President or Treasurer may waive notice of, and act as, or appoint any person or persons to act as, proxy or attorney-in-fact for this corporation (with or without power of substitution) at, any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by this corporation.

5.5 Evidence of Authority. A certificate by the Secretary, or an Assistant Secretary, or a temporary Secretary, as to any action taken by the stockholders, directors, a committee or any officer or representative of the corporation shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

5.6 Certificate of Incorporation. All references in these By-laws to the Certificate of Incorporation shall be deemed to refer to the Certificate of Incorporation of the corporation, as amended and in effect from time to time.

5.7 Transactions with Interested Parties. No contract or transaction between the corporation and one or more of the directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of the directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or a committee of the Board of Directors which authorizes the contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum;

(2) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(3) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee of the Board of Directors, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

5.8 Severability. Any determination that any provision of these By-laws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these By-laws.

5.9 Pronouns. All pronouns used in these By-laws shall be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the person or persons may require.

ARTICLE 6 - Amendments

6.1 By the Board of Directors. These By-laws may be altered, amended or repealed or new by-laws may be adopted by the affirmative vote of a majority of the directors present at any regular or special meeting of the Board of Directors at which a quorum is present.

6.2 By the Stockholders. These By-laws may be altered, amended or repealed or new by-laws may be adopted by the affirmative vote of the holders of a majority of the shares of the capital stock of the corporation issued and outstanding and entitled to vote at any regular meeting of stockholders, or at any special meeting of stockholders, provided notice of such alteration, amendment, repeal or adoption of new by-laws shall have been stated in the notice of such special meeting.

**Application for Parties Wishing to Offer, Render, Furnish, or Supply
Gas or Gas Generation Services to the Public in the Commonwealth of
Pennsylvania**

Ameresco, Inc.

ATTACHMENT B
Bonding

Attached below are the LDCs bond letters.

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SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



PHILADELPHIA GAS WORKS

800 West Montgomery Avenue • Philadelphia, PA 19122

August 29, 2018

Ms. Kathy Abernethy
Ameresco Inc.
Director, Generation Markets Management
5550 77 Center Drive, Suite 380
Charlotte, NC 28217

Email: SM-Regulatory@ameresco.com

RE: Security Requirement Bond for Ameresco Inc.

Dear Ms. Abernethy:

Philadelphia Gas Works ("PGW") is aware that Ameresco Inc. has filed an application with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania and specifically within the services territory of Philadelphia Gas Works.

As you know, in making such an application, Ameresco Inc. must furnish acceptable security to each utility where Ameresco Inc. will do business. As such, under its tariff, Philadelphia Gas Works could require Ameresco Inc. to provide a bond or other financial security instrument in an amount that Philadelphia Gas Works determines to be appropriate.

However, you have indicated, and it is Philadelphia Gas Works' understanding, that Ameresco Inc. intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that in performing these services Ameresco Inc. will never take title to any delivered natural gas.

Based upon your representations, Philadelphia Gas Works has determined that, at this time, Ameresco Inc. does not need to post a bond or other form of security to operate in its service territory. If the services provided by Ameresco Inc. should change, Philadelphia Gas Works reserves the right to require security from Ameresco Inc. as it deems appropriate.

If you have any questions concerning the foregoing, please contact me at 215-684-6725.

Sincerely,

A handwritten signature in black ink that reads "John Zuk".

JOHN ZUK
Vice President, Gas Supply

NL/dls

August 23, 2018

Kathy Abernethy
Ameresco, Inc.
5550 77 Center Drive, STE 380
Charlotte, NC 28217

Dear Kathy Abernethy:

We are pleased that Ameresco, Inc. has applied for a license to provide Natural Gas Broker/Marketer Services on the distribution system of Columbia Gas of Pennsylvania, Inc. ("Columbia Gas").

Under Paragraph 2.4.5 of the Rules Applicable to Distribution Service section of the Tariff of Columbia Gas, Ameresco, Inc. could be required to provide to Columbia Gas a bond or other financial security instrument in an amount that Columbia Gas determines to be appropriate. Ameresco, Inc. has indicated only brokering and consulting services will be provided. Therefore, we have determined at this time that Ameresco, Inc. does not need a bond or other financial security requirement to provide broker natural gas services to Columbia Gas customers.

If the creditworthiness requirement or Columbia Gas' exposure to Ameresco, Inc. changes in the future, Columbia Gas might deem it appropriate to require Ameresco, Inc. to provide a bond or other financial security instrument.

Please feel free to contact me at 614-460-4217 should you have any questions regarding a bond or other financial security instrument requirements of Columbia Gas.

Sincerely,

Patricia Chang

Patricia Chang
Manager of Choice and Transportation Support Services



National Fuel

August 27, 2018

Kathy Abernethy
Ameresco, Inc.
Point West Place
111 Spleen Street
Framingham, MA 01701

Re: Ameresco, Inc.

Dear Kathy,

National Fuel Gas Distribution Corporation ("NFGDC") is aware Ameresco, Inc. (AME) has filed an application with the Pennsylvania Public Utility Commission to supply natural gas service to the public in Pennsylvania and specifically within the service territory of NFGDC.

As you know, in making such an application, AME must furnish acceptable security to each utility where AME will do business. As such, under its tariff, NFGDC could require AME to provide a bond or other financial security instrument in an amount that NFGDC determines to be appropriate.

However, you have indicated, and it is NFGDC's understanding that AME intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that, in performing these services, AME will never take title to any delivered natural gas.

Based upon your representations, NFGDC has determined that, at this time, AME does not need to post a bond or other form of security to operate in its service territory. However, if the services provided by AME change in the future, NFGDC reserves the right to require security from AME as it deems appropriate.

If you have any questions concerning the foregoing, please contact me at 716-857-7541.

Yours truly,

Nicole Barker
Transportation Services Department



375 North Shore Drive
Pittsburgh, Pennsylvania 15212

www.peoples-gas.com

Carol Scanlon
Manager, Rates & Regulation

Peoples Service Company LLC
Phone: 412-208-6931
Email: Carol.Scanlon@peoples-gas.com

August 23, 2018

Kathy Abernethy
Director, Generation Markets Management
Ameresco Inc.
111 Speen St
Framingham, Ma 01701

Dear Ms. Abernethy:

We are pleased that Ameresco Inc. has applied for a license to provide natural gas services on the Peoples Group of Companies. Specifically you have requested to be licensed as a supplier on the distribution systems of Peoples Natural Gas Company LLC, Peoples Natural Gas Company LLC – Equitable Division, and Peoples Gas Company LLC (formerly Peoples TWP) (“the Companies”).

Since Ameresco Inc. is not currently serving customers on the Peoples systems, we have determined at this time that Ameresco Inc. does not need a bond or other financial security requirement to provide these services to the Company’s customers.

If a Pool is established, and customers are enrolled which alters the creditworthiness requirement or the Company’s exposure to Ameresco Inc. provision of services on the Peoples’ system changes in the future, the Companies may deem it appropriate to require a bond or other financial instrument.

If you have any questions feel free to contact me at 412-208-6931 or by email at Carol.Scanlon@peoples-gas.com.

Sincerely,

Carol Scanlon
Manager, Rates and Regulation
Peoples Natural Gas Company LLC

Cc: Stephen Kelly
Mina Speicher



An Exelon Company

August 29, 2018

Kathy Abernethy
Ameresco, Inc.
5550 77 Center Drive, Suite 380
Charlotte, NC 28217

Re: Broker Requirements

Dear Ameresco, Inc

PECO is aware that Ameresco, Inc has applied for a license to provide brokering and consulting services to commercial and industrial customers on the distribution system of PECO.

In making such an application, Ameresco, Inc could be required to provide to PECO a bond or other acceptable financial security in an amount that PECO determines to be appropriate. Ameresco, Inc has indicated that it intends to provide only brokering and consulting services to commercial and industrial customers, and will not take title to any delivered natural gas; nor will accept any customer payments or deposits. Therefore, PECO has determined at this time that Ameresco, Inc does not need a bond or other financial security requirement, since they are not directly engaging in business with PECO and only providing brokering or consulting services to PECO customers. However, if the services provided by Ameresco, Inc or the creditworthiness requirement for PECO's exposure to Ameresco, Inc changes in the future, PECO reserves the right to require Ameresco, Inc to provide a bond or other financial security instrument.

If you should have any questions regarding this matter, please contact Chris Sauerbaum at 215-841-6422 or myself at 215-841-6452.

Respectfully submitted,

A handwritten signature in cursive script that reads "Carlos P. Thillet".

Carlos P. Thillet
Manager, Gas Supply and Transportation
2301 Market Street
Philadelphia, Pa 19103



VALLEY ENERGY

523 S. Keystone Avenue, P.O. Box 340, Sayre, PA 18840
800/998-4427 • 570/888-9664 • FAX 570/888-6199

August 23, 2018

VIA EMAIL

Kathy Abernethy
Director of Generation Markets Management
Ameresco, Inc.
5550 77 Center Drive, Suite 380
Charlotte, NC 28217
SM-Regulatory@ameresco.com

Dear Ms. Abernethy:

We understand that Ameresco, Inc. has applied with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania including our company's service area.

Because Ameresco, Inc. intends to only provide natural gas aggregating, brokering and consulting services at this time, we have determined that Ameresco, Inc. will not be required to post a bond or other form of financial security instrument to provide these services in our service area. However, if the services provided change in the future, we reserve the right to require security from Ameresco, Inc. as deemed appropriate.

If you have any questions, please contact Jamie Levering at 570-888-9664 (Ext. 5232).

Sincerely,

Edward E. Rogers
President & CEO

EER/ss

cc: J. Levering, Valley Energy



UGI Utilities, Inc.
2525 N. 12th Street
Suite 360
PO Box 12677
Reading, PA 19612-2677

610-796-3400

VIA E-MAIL

August 23, 2018

Ameresco, Inc.
5550 77 Center Drive
Suite 380
Charlotte, NC 28217

ATTENTION: Kathy Abernethy, Director, Generation Markets Management

**RE: Ameresco, Inc.
Application to Serve as a Natural Gas Broker**

Dear Ms. Abernethy,

Based on your assertion that Ameresco, Inc. ("AMERESCO") is applying with the State of Pennsylvania to operate as a natural gas broker/marketer, UGI Utilities, Inc. ("UGIU") has concluded that AMERESCO will not need to post security with UGI Utilities, Inc. – Gas Division ("UGI"), UGI Penn Natural Gas, Inc. ("PNG") or UGI Central Penn Gas, Inc. ("CPG"). This is based on the declaration that AMERESCO will be acting in conjunction with a licensed Natural Gas Supplier who has been approved by the Pennsylvania Public Utility Commission to serve in the applicable UGIU service territories and who has posted the required financial security as specified in the respective UGIU Tariffs. If AMERESCO wishes to directly serve Choice customers in the serve territories of UGI, PNG and/or CPG in the future as a natural gas supplier, it will have to post security as specified in the respective UGI Tariffs prior to the commencement of the service.

Please feel free to contact me with any additional questions you may have.

Sincerely,

David E. Lahoff
Senior Manager
Tariff & Supplier Administration

**Application for Parties Wishing to Offer, Render, Furnish, or Supply
Gas or Gas Generation Services to the Public in the Commonwealth of
Pennsylvania**

Ameresco, Inc.

ATTACHMENT C

§ 8(a) EXPERIENCE, PLAN, STRUCTURE

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Ameresco, Inc. is one of the largest independent Gas service companies in North America. Stock started trading on NYSE in 2010 under ticker symbol AMRC. We have deep roots in energy efficiency, infrastructure improvements and renewable energy development markets. Ameresco has been a Gas supply management consultant since acquiring Duke Solutions in 2002.

Ameresco will be offering basic gas broker services to commercial and industrial customers in Pennsylvania. As such, we will work with businesses to develop and execute procurement strategies that lower annual costs, manage price risk, and simplify their energy procurement. In addition, we offer a Billing Administration & Payment service in which we collect and process bills for our customers and analyze critical energy data. Anticipated marketing activities include use of direct sales force, and referrals from existing customers.

Services Will Include:

- Commodity Procurement: Ameresco develops and executes energy procurement strategies that lower annual costs, manage price risk, and simplifies energy procurement.
- Energy Price Risk Management: Ameresco offers hedging strategies that integrate fixed price, basis, and swing exposure mitigation.
- Billing Administration & Payment: Ameresco offers information management systems and services to collect and analyze critical energy data. Energy consumption pattern analysis and scenario-planning capabilities provide a mechanism for gaining an in-depth understanding of energy needs, providing understanding required in order to seek and obtain the optimum commodity procurement position in a deregulated environment.
- Rate Analysis & Negotiation: Using our understanding of tariffs, rate structures, and energy systems, we can reduce the cost of service.

Other services that applicant has provided since the company was formed:

- Market/Regulatory Analysis: Our regulatory reports cover legislation related to supply, reliability and price. We provide interpretations, highlighting the

potential impact on your facilities from changes in market conditions or from legislative or regulatory changes

- Power Quality & Reliability: Ameresco can diagnose problems in client electrical systems that affect power quality, then design and implement solutions for new and upgraded power systems that deliver the quality needed to deliver goods and services.
- Transformed Power: Ameresco can assess the costs and benefits of installing a dedicated substation on client sites, then follow through with installation of primary power switchgear and transformers, ensuring full compliance with all environmental codes related to the selection and installation of equipment and providing operation and maintenance for new equipment, once installed.
- Performance Contracting: Ameresco can deliver a comprehensive cost reduction project that is entirely self-funding.
- Demand-Side Management: Ameresco works collaboratively with clients to identify and implement capital projects and operational modifications that reduce the ownership, operations and maintenance costs of energy-consuming systems and equipment. We also help secure any rebates offered by utilities, state or federal resources.
- Asset Monetization: Ameresco will assume ownership and/or maintenance responsibilities for the energy-conversion systems, then provide client with the output - steam, transformed power, compressed air, and chilled water, etc. The contract will provide structured rates and guaranteed levels of reliability.
- Plant Rehabilitation: Ameresco can replace aging assets at no capital cost including retrofit measures that reduce annual energy consumption and/or cost and also deliver higher useful output per unit of energy.
- Facilities Management: Rather than dealing with internal staff and multiple vendors, clients can partner with Ameresco under one facilities management contract to reduce operational costs and risks.
- On-site Cogeneration and Combined Heat and Power Systems: Ameresco develops state-of-the-art cogeneration facilities that provide all or part of the electrical and thermal requirements. Depending on needs, facilities can be sized anywhere from 1 to 50 MW, potentially even higher. We can also manage any excess electric power generated, helping clients sell unused power back to the utility grid to offset purchases.
- Distributed Generation: Ameresco can perform the feasibility analysis of using small power generation systems located near the load being served, then install and, if desired - own, maintain, and operate the generating units.
- Clean/Renewable Power (Biomass, Landfill Gas, Wind): Ameresco provides renewable energy solutions that allow organizations to capitalize on the most current energy technologies. We couple innovative financing arrangements with the latest clean sources of power to provide highly affordable and practical green solutions for current energy needs.
- Outsourcing: By outsourcing energy infrastructure management and operation to Ameresco, clients gain best-in-class capabilities for a critical, but non-core function. Through outsourcing, clients can transfer the risks associated with

owning, operating and maintaining energy assets to Ameresco - whose core competency is to manage such risks and deliver reliable output.

- **Energy Auditing**: We assess virtually any process that consumes energy, including heating, lighting, ventilation, air conditioning, motors, controls, compressed air systems, industrial process, power generation, etc. We look at hundreds of different efficiency measures and work with clients to pinpoint the opportunities that will create the most value and benefit in terms of energy savings, process improvements, or reduced maintenance costs.
- **Energy Engineering (Mechanical/Electrical)**: Ameresco's engineering staff performs the energy end-use analysis, conceptual and design engineering, and equipment specification. Completed projects have addressed the full range of systems and equipment: Process and process-support equipment, Central boiler and chiller plants, heating, ventilating and air conditioning (HVAC), Geothermal heating and cooling applications, Energy management control systems, Electric motors and drives, Electrical distribution systems and power management, Lighting systems, On-site generation, uninterruptible power supply (UPS) systems, and cogeneration, and Thermal storage.
- **Project Financing**: Ameresco can provide up-front financing for energy projects, with costs being paid from verified savings achieved. We can structure a customized energy services agreement and arrange project financing.
- **Project Management**: Ameresco's staff of seasoned project managers will ensure successful on-time and on-budget delivery with a high level of customer satisfaction. We have a thorough knowledge of the duties involved and coordinate closely with all trades, vendors, and managers. From project kick-off to commissioning, we keep you informed and are readily accessible to answer questions and handle issues.
- **Construction Management**: As client construction manager, Ameresco ensures efficient, high quality installations. We manage implementation subcontractors and deliver on time and within budget. Projects can be turnkey, design-build, performance contracts, or other agreement structures.
- **Operation & Maintenance**: Ameresco works with companies to design and implement improved maintenance practices that preserve plant assets and reduce the frequency of equipment failures. We move customers from "break-fix" to preventive and predictive best practices. Services range from consultation to complete outsourcing, or any combination in between. Under an outsourcing agreement, risks and costs, including staff, materials and equipment repair/replacement costs are transferred to Ameresco.
- **Performance Measurement & Verification**: Our approach to M&V for cost reduction measures applies proven engineering principles coupled with equitable risk-management strategies. The M&V plans we develop are tailored to client needs and the specific project(s).

**Biographies of Richard Berzinski and Douglas J. Mitchell, key staff persons
involved in applicant's energy-related activities:**

Rich Berzinski

Director of Energy Supply Management

Rich Berzinski is the Director of Energy Supply Management. He is responsible for overseeing day to day operations of the Supply Management group, reviewing proposals and contracts for commercial, industrial and retail business segments for Ameresco's supply-side and risk management services.

Mr. Berzinski has more than 20 years of professional energy industry experience. He has performed numerous duties within the energy industry including natural gas accounting, natural gas scheduling, energy portfolio management, risk management of natural gas, heating oil, gasoline and crude oil portfolios. Innovative strategist geared to assisting clients and identify deregulated opportunities and risk.

Mr. Berzinski earned B.S. in Finance and from Purdue University in 1995 and an additional BS in Human Resource Management from Purdue University in 1996. He is also a US Navy Veteran (1987 – 1991).

Douglas J. Mitchell

Director, Energy Supply Management

completed M.B.A. course work at Lally School of Management, Rensselaer at Hartford.

With more than 20 years of experience in the energy business, Mr. Mitchell currently oversees the procurement of natural gas and electricity for industrial, commercial and institutional clients throughout the United States and Canada. In addition to managing a staff of experienced energy procurement professionals, Mr. Mitchell engages in strategy planning and direct supply negotiations on behalf of decision makers at Ameresco's client organizations, including Fortune 500 companies.

Since 1998, Mr. Mitchell and his staff have managed energy procurement and energy price risk management for clients in all sectors. Current clients represent more than \$1.5 billion in annual energy spend. Since its inception, the group has created more than \$100 million in energy savings, and successfully helped clients avoid many millions of dollars more in commodity market price risk.

In a previous position, Mr. Mitchell served as Energy Portfolio General Manager at Alliant Energy, with functional responsibility over central dispatch of 5,000 MW of electric generation, reliability, bulk power purchase and sale, and management of a 50+ Bcf per year portfolio of natural gas supply, pipeline capacity and contracted storage.

Mr. Mitchell spent 13 years at Wisconsin Power and Light (WPL), Alliant Energy's predecessor, in various positions of increasing responsibility in the areas of natural gas and bulk power purchase and sale, generation dispatch, and natural gas rates. During this time, Mr. Mitchell was also responsible for developing and implementing strategies designed to enhance profitability from performance-based gas rates while maintaining reliability and adhering to corporate risk management policies.

**Application for Parties Wishing to Offer, Render, Furnish, or Supply
Gas or Gas Generation Services to the Public in the Commonwealth of
Pennsylvania**

Ameresco, Inc.

**ATTACHMENT D
§ 8(b) Officers**

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

George P. Sakellaris: Mr. Sakellaris has served as chairman of our board of directors and our president and chief executive officer since founding Ameresco in 2000.

David J. Anderson: Mr. Anderson has served as our executive vice president as well as a director, since 2000 and oversees business development, government relations, strategic marketing and communications, as well as several U.S. business units and U.K. operations.

Michael T. Bakas: Mr. Bakas has served as our executive vice president, distributed energy systems, since November 2017. Mr. Bakas previously served as our senior vice president, renewable energy, from March 2010 to September 2017 and our vice president, renewable energy from 2000 to February 2010.

David J. Corrsin: Mr. Corrsin has served as our executive vice president, general counsel and secretary, as well as a director, since 2000.

Nicole A. Bulgarino: Ms. Bulgarino has served as our executive vice president and general manager of federal solutions since May 2017. Ms. Bulgarino previously served as our senior vice president and general manager of federal solutions from May 2015 to May 2017; vice president and general manager of federal solutions from February 2014 to May 2015; vice president, federal group operations from December 2012 to February 2014; director, implementation from May 2010 to December 2012; and senior engineer from June 2004 to May 2010.

Joseph P. DeManche: Mr. DeManche has served as our executive vice president, engineering and operations since 2002.

Louis P. Maltezos: Mr. Maltezos has served as executive vice president since April 2009 and oversees Central and Northwest Regions and Canada operations. Mr. Maltezos has also served as the chief executive officer of Ameresco Canada since September 2015 and served as the president of Ameresco Canada from September 2014 to September 2015.

John R. Granara, III: Mr. Granara has served as our executive vice president since February 2017 and as our chief financial officer and treasurer since May 2015. Mr. Granara previously served as our vice president and chief accounting officer from September 2013 to May 2015. Prior to joining Ameresco, Mr. Granara served as Vice President Finance, Chief Accounting Officer and Corporate Controller for GT Advanced Technologies, Inc., a diversified technology company, from May 2011 through August 2013. Mr. Granara also served as interim chief financial officer of A123 Systems, Inc, a lithium-ion battery developer and manufacturer, from January 2011 through May 2011, and as vice president, finance, and corporate controller of A123 Systems, Inc. from November 2007 through December 2011. On October 16, 2012, A123 Systems, Inc. filed for voluntary reorganization under Chapter 11 of the U.S. Bankruptcy Code.

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SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Appendix C

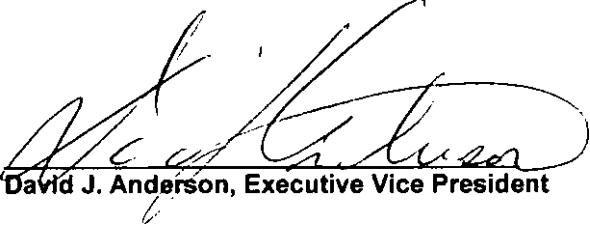
Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

CERTIFICATE OF SERVICE

On this the 22nd day of August 2018, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as a Natural Gas Supplier and all **NON-CONFIDENTIAL** attachments have been served, as either a hardcopy or a searchable PDF version on a cd-rom, upon the following:

<p>Office of Consumer Advocate 5th Floor, Forum Place 555 Walnut Street Harrisburg, PA 17120</p>	<p>Office of the Attorney General Bureau of Consumer Protection Strawberry Square, 14th Floor Harrisburg, PA 17120</p>
<p>Office of the Small Business Advocate Commerce Building, Suite 202 300 North Second Street Harrisburg, PA 17101</p>	<p>Commonwealth of Pennsylvania Department of Revenue Bureau of Compliance Harrisburg, PA 17128-0946</p>
<p>Columbia Gas of PA, Inc. Michele Caddell 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.6841 FAX: 614.460.8447 e-mail: mcaddell@nisource.com</p>	<p>Bureau of Investigation & Enforcement Pennsylvania Public Utility Commission Commonwealth Keystone Building 400 North Street, 2 West Harrisburg, PA 17120</p>
<p>Peoples Natural Gas – Equitable Division Lynda Petrichevich 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com</p>	<p>National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 e-mail: wolfordd@natfuel.com</p>
<p>The Peoples Natural Gas Company Lynda Petrichevich 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com</p>	<p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: carlos.thillet@exeloncorp.com</p>
<p>Peoples Gas Company Lynda Petrichevich 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com</p>	<p>Philadelphia Gas Works Nicholas LaPergola 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.684.6278 email: nicholas.lapergola@pgworks.com</p>

<p>UGI Central Penn David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>	<p>UGI David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>
<p>Valley Energy Inc. Ed Rogers 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: erogers@centerprises.org</p>	<p>UGI Penn Natural David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>



David J. Anderson, Executive Vice President

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SEP 6 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Part # 156297-435 RRDB EXP 08/19

SHIP DATE: 06SEP18
ACTWT: 1.00 LB
CAD: 6992223/SSF01904

BILL THIRD PARTY

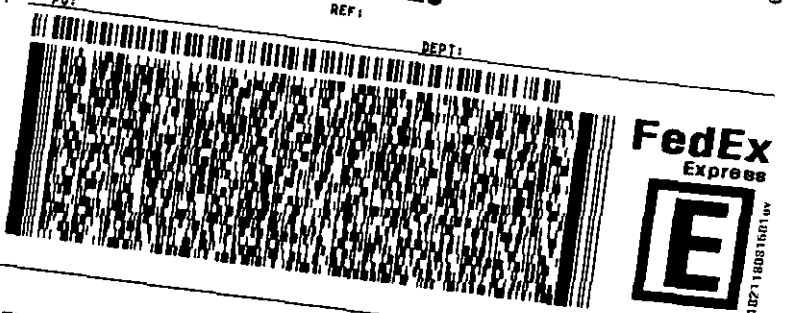
ORIGIN ID: PNVA (704) 916-3551
BRIDGETTE BARBRE
5200 77 CENTER DR STE 300
CHARLOTTE, NC 28217
UNITED STATES US

me

TO COMMISSION SECRETARY
RENNSYLVANIA PUBLIC UTILITY
400 NORTH ST KEYSTONE

HARRISBURG PA 17120

(000) 000-0000
INV: PO:



FRI - 07 SEP 3:00P
STANDARD OVERNIGHT

17120
PA-US MDT

XH MDTA



FedEx Package
Express US Airbill

RT 205
Z 229
_00

Recipient's Copy

1 From

Date Delivered

Sender's Name Bridgette Barbre Phone 704916-3551

Company Ameyco

Address 5200 77 Center Drive suite 300

City Harrisburg State PA ZIP 17120

2 Your Internal Billing Reference

To Commission Secretary

Company Pennsylvania Public Utility

Address 400 North St, Keystone

City Harrisburg State PA ZIP 17120



8124 0852 9765

TRK# 0200 8124 0852 9765

Express Package Service

Next Business Day

FedEx First Overnight

FedEx Priority Overnight

FedEx Standard Overnight

2 to 3 Business Days

FedEx 2Day AM

FedEx 2Day

FedEx Express Saver

Packaging

FedEx Pak

FedEx Box

FedEx Tube

Other

6 Special Handling and Delivery Signature Options

Saturday Delivery

No Signature Required

Direct Signature

No Signature Required

Indirect Signature

7 Payment Bill to:

Sender

Recipient

Third Party

Credit Card

Cash/Check

Other

644

1800 60 FedEx 1800 463 3339



111 Speen St, Ste 410
Framingham, MA 01701

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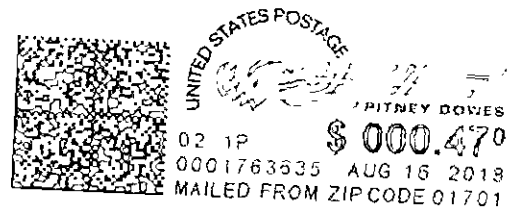
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

To

PENNSYLVANIA PUBLIC UTILITY
COMMISSION SECRETARY

400 North Street, Keyston Bldg,
Harrisburg, PA 17120

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