



415 McFarlan Road, Suite 201
Kennett Square, PA 19348

888.565.5525
www.comverge.com

July 26, 2013

Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

RECEIVED

JUL 26 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Dear Sir/Madame:

Enclosed you will find the completed Conservation Service Provider application for Enerwise Global Technologies, Inc. to be processed, along with a check in the amount of \$25 for the renewal fees.

If you have any questions or comments, please feel free to contact me directly.

Regards,

Eve M. Minner

Eve Minner
Executive Assistant
Comverge, Inc.

Enclosures

Application Type: Initial Application

Renewal- Provide Docket No. A- _____ - _____

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of **Enerwise Global Technologies, Inc.**, d/b/a _____, for registration as a Conservation Service Provider ("CSP") in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

1. **IDENTITY OF THE APPLICANT:** The legal name, address, telephone number, FAX number and email address of the Applicant are:

Enerwise Global Technologies, Inc.
415 McFarlan Road, Suite 201
Kennett Square, PA 19348
twoods@comverge.com
flacey@comverge.com
ghunt@comverge.com

Last Application was filed by:
Comverge, Inc
5390 Triangle Parkway, Suite 300
Norcross, GA 30092
678 802-8317

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SECRETARY'S BUREAU

Please identify any predecessor(s) of the Applicant and provide other names under which the Applicant has operated as a CSP within the preceding five (5) years, including name, address, and telephone number.

Enerwise Global Techonologies, Inc.
511 Schoolhouse Road, Suite 200
Kennett Square, PA 19348
(484) 734-2206

Comverge, Inc.
5390 Triangle Parkway, Suite 300
Norcross, GA 30092
(484) 734-2206

2. **CONTACT PERSON:** The name, title, address, telephone number, FAX number and email address of the person to whom questions about this Application should be addressed are:

Comverge, Inc.
415 McFarlan Road, Suite 201
Kennett Square, PA 19348
Frank Lacey
484 734-2206 (direct)
610 444-8061 (fax)
flacey@comverge.com

3. **REGISTERED AGENT:** If the Applicant does not maintain a principal office in the Commonwealth, the required name, address, telephone number and FAX number of the Applicant's Registered Agent in the Commonwealth are:

Corporation Services Company
2704 Commerce Drive
Harrisburg, PA 17110
(717) 526-4330

Application Type: Initial Application

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4. **FICTITIOUS NAME:** (select and complete appropriate statement)

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

Provide proof of compliance with appropriate Pennsylvania Department of State filing requirements.

or

The Applicant will not be using a fictitious name.

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:** (select and complete appropriate statement)

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. Please attach a copy of the proof of compliance to the Application.

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.

* If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach

Application Type: Initial Application

Renewal- Provide Docket No. A- _____ - _____

or

The Applicant is a:

- domestic corporation (none)
- 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 _____

Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Please attach a copy of the proof of compliance to the Application. Additionally, provide a copy of the Applicant's Articles of Incorporation.

Give name, title, telephone number and address of officers, partners or directors.

Comverge Principal Officers:

Blake Young, CEO and President
Comverge, Inc
5390 Triangle Parkway, Suite 300
Norcross, GA 30092
678 802-8324

Tracy Caswell, General Counsel
Comverge, Inc
5390 Triangle Parkway, Suite 300
Norcross, GA 30092
678 823-6773

Steve Moffitt, COO
Comverge, Inc
5390 Triangle Parkway, Suite 300
Norcross, GA 30092
678 823-6773

George Hunt
Senior Vice President C&I Sales
415 McFarlan Road, Suite 201
Kennett Square, PA 19348
484 734-2233

John Horton, CFO
Comverge, Inc
5390 Triangle Parkway, Suite 300
Norcross, GA 30092
678 823-8046

Mike Ratliff
CTO
11001 West 120th Avenue, Suite 240
Broomfield, CO 80021
720 279-4118

The Applicant is incorporated in the state of Delaware.

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:** (select and complete appropriate statement)

Affiliate(s) of the Applicant doing business in Pennsylvania as a CSP or an electric distribution company ("EDC") are:

Comverge, Inc.

Give name and address of the affiliate(s).

Comverge, Inc.
5390 Triangle Pkwy, Suite 300
Norcross, PA 30092

Application Type: Initial Application

Renewal- Provide Docket No. A- _____

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

X The Applicant is presently doing business in Pennsylvania as a
Conservation Service Provider.

Describe nature of business.

Enerwise works with EDCs, to perform demand response (curtailment) services. We also work through the PJM Emergency Load Response Program (ELRP) and other Demand Response (DR) Programs to bring lower costs and grid reliability to Pennsylvania rate payers.

OR

The Applicant is not presently doing business in Pennsylvania.

8. **APPLICANT'S PROPOSED OPERATIONS**

Describe the type(s) of services that the Applicant is able to provide to an EDC, the EDCs the Applicant is able to serve, and the types of energy efficiency and conservation measures on which the Applicant can provide information and technical assistance to an EDC.

Enerwise is able to provide Demand Response programs to all EDCs, and to Commercial and Industrial customers participating in PJM demand response programs. We have been working with some EDCs to offer PA Act 129 related commercial and industrial programs that would be in addition the existing PJM programs.

9. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix A to this application.

10. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application is currently under investigation for or has been convicted of a crime involving fraud, theft, larceny, deceit, violation of consumer protection law, violation of deceptive trade law or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last three (3) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

No Enerwise employees are under investigation, and no Enerwise employees have been convicted of a crime involving fraud, theft, larceny, deceit, violation of consumer protection law, violation of deceptive trade law or similar activity.

11. **DELINQUENCY:** State specifically whether the Applicant, an affiliate, or a predecessor of either is currently delinquent with any taxing authority in Pennsylvania.

To the best of our knowledge, Enerwise is not delinquent with PA taxing authorities.

Application Type: Initial Application

Renewal- Provide Docket No. A-_____-_____

12. **BANKRUPTCY:** Identify all bankruptcy or liquidation proceedings for prior three years. Provide a statement as to the resolution or present status of any such proceedings.

Enerwise has not been involved in bankruptcy or liquidation proceedings in the past three years.

13. **CUSTOMER COMPLAINTS:** Identify all customer complaints filed with a regulatory or prosecutory agency for prior three years. Provide a statement as to the resolution or present status of any complaints.

Comverge has deployed approximately 6 million direct load control devices nationally and has active load control capabilities over approximately 1.2 million customers today. In the process of acquiring customers, Comverge often offers financial incentives to its potential customers for participation. In December 2012, one customer, Melinda R. Stumpf, contacted the PA PUC to register a complaint stating that she had not received her financial incentive of \$32 for participating in the PPL demand response program during the summer of 2012. The complaint was made against PPL, but as the program administrator for the PPL demand response program, Comverge immediately accepted responsibility for the customer's satisfaction and sent her a \$50 American Express gift card. To Comverge's knowledge, there are no other customer complaints made to any Commission or other authority

14. **FINANCIAL RESPONSIBILITY:**

A. Applicant shall provide sufficient information to demonstrate financial responsibility commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- Organizational structure including parent, affiliated or subsidiary companies.
Please see the attached organizational chart.
- Published parent company financial and credit information.
This question requires Enerwise to disclose private and confidential information. As such, this information has been provided in a separate packet marked "Confidential".
- A description of the types and amounts of insurance carried by Applicant.
Please see attached Certificate of Insurance

B. Applicant must provide the following information:

- Identify Applicant's principal officers (owners, executives, partners and/or directors, as appropriate for organizational structure, including names, titles, business addresses, telephone numbers and their professional resumes.

Comverge Principal Officers:

Blake Young, CEO and President
Comverge, Inc
5390 Triangle Parkway, Suite 300
Norcross, GA 30092
678 802-8324

Steve Moffitt, COO
Comverge, Inc
5390 Triangle Parkway, Suite 300
Norcross, GA 30092
678 823-6773

John Horton, CFO
Comverge, Inc
5390 Triangle Parkway, Suite 300
Norcross, GA 30092
678 823-8046

Tracy Caswell, General Counsel
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George Hunt
Senior Vice President C&I Sales
415 McFarlan Road, Suite 201
Kennett Square, PA 19348
484 734-2233

Mike Ratliff
CTO
11001 West 120th Avenue, Suite 240
Broomfield, CO 80021
720 279-4118

15. **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by electric utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- The identity of the Applicant's management directly responsible for operations, including names, titles, business addresses, telephone numbers and their professional resumes.

Steve Moffitt
Chief Operating Officer
Comverge, Inc
5390 Triangle Parkway
Suite 300
Norcross, GA 30092
678 823-6773

Greg Allarding
Chief Information Officer
Comverge, Inc
5390 Triangle Parkway
Suite 300
Norcross, GA 30092
678 823-6773

- Copies of any certification(s) or similar documentation that would demonstrate technical fitness, such as membership in a trade association.

16. **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.

17. **FEE:** The Applicant has enclosed the appropriate fee:

For an initial application the Applicant has enclosed the required fee of \$125 payable to the Commonwealth of Pennsylvania.

OR

For a renewal application the Applicant has enclosed the required fee of \$25 payable to the Commonwealth of Pennsylvania.

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**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

Applicant: Comverge, Inc.

By: Frank Lacey

Title: Vice President, Regulatory Affairs

Application Type: Initial Application

Renewal- Provide Docket No. A- _____ - _____

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AFFIDAVIT

JUL 26 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

[Commonwealth/State] of Delaware :

ss.

County of New Castle :

Frank Lacey, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the **Vice President, Regulatory Affairs** (Office of Affiant) of **Comverge, Inc** (Name of Applicant);]

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

That the Applicant herein Enerwise Global Technologies, Inc has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be registered as a conservation service provider pursuant to Act 129 of 2008.

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

That the Applicant herein Enerwise Global Technologies, 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 Enerwise Global Technologies, 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.

Frank Lacey
Signature of Affiant

Sworn and subscribed before me this 24 day of July, 2013.



Eve Marie Minner
Signature of official administering oath

My commission expires 9.28.13

Application Type: Initial Application

Renewal- Provide Docket No. A- _____ - _____

You can contact the Pennsylvania Department of Revenue at the following numbers: (717) 787-1064 or TDD# (800) 447-3020 for further information about tax identification numbers.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

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Application for Certificate of Authority
(15 Pa.C.S.)

JUL 26 2013

Foreign Business Corporation (§ 4124)
 Foreign Nonprofit Corporation (§ 6124)

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Corporation Service Company
063535-005 KCI

Document will be returned to the
name and address you enter to
the left.
←

Commonwealth of Pennsylvania
CERTIFICATE OF AUTHORITY 3 Page(s)

Fee: \$250



T0919447015

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

1. The name of the corporation is:
COMVERGE, INC.

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.
The name which the corporation adopts for use in this Commonwealth is:

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:

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:

120 Eagle Rock Avenue, Suite 190	East Hanover	NJ	07936
Number and street	City	State	Zip

2009 JUL 10 PM 4: 19
PA DEPT OF STATE

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) Number and street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider c/o: Corporation Service Company				County Dauphin

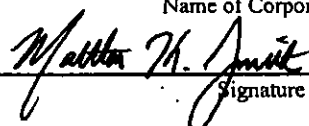
7. Check one of the following:

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 Certificate of Authority to be signed by a duly authorized officer thereof this 7th day of July, 2009.

COMVERGE, INC.
Name of Corporation


Signature

Matthew H. Smith, Secretary
Title

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ENERWISE GLOBAL TECHNOLOGIES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF JUNE, A.D. 2007, AT 10:16 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "COMVERGE EAGLE, INC." TO "ENERWISE GLOBAL TECHNOLOGIES, INC.", FILED THE TWENTY-THIRD DAY OF JULY, A.D. 2007, AT 9:26 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-THIRD DAY OF JULY, A.D. 2007, AT 9:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "ENERWISE GLOBAL TECHNOLOGIES, INC.".



4375388 8100H

081057304

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6925304

DATE: 10-22-08

**CERTIFICATE OF INCORPORATION
OF
COMVERGE EAGLE, INC.**

ARTICLE I.

The name of this corporation is Comverge Eagle, Inc. (the "Corporation").

ARTICLE II.

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

ARTICLE IV.

The total number of shares which the Corporation is authorized to issue is 1,000 shares, all of which shall be Common Stock, par value \$0.001 per share.

ARTICLE V.

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE VI.

Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VII.

The number of directors which shall constitute the whole Board of Directors shall be fixed from time to time by, or in the manner provided in, the Bylaws or in an amendment thereof duly adopted by the Board of Directors or by the stockholders.

ARTICLE VIII.

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability

(i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is hereafter amended to authorize corporation action that further eliminates or limits 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 DGCL as so amended.

ARTICLE IX.

The Corporation shall, to the maximum extent permitted from time to time under the laws of the State of Delaware, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was or has agreed to be a director or officer of the Corporation or while a director or officer is or was serving at the request of the Corporation as a director, officer, employer or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against any and all expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement or incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such rights arising under any bylaw, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director or officer of this Corporation existing at the time of such repeal or modification.

ARTICLE X.

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 all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XI.

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE XII.

The name of the Corporation's incorporator is Alfred M. Macdaniel, Jr., and the incorporator's mailing address is 111 Congress Avenue, Suite 810, Austin, Texas 78701.

* * *

IN WITNESS WHEREOF, this Certificate of Incorporation has been signed by the incorporator of the Corporation on this 21st day of June, 2007.

By: /s/ Alfred M. Macdaniel, Jr. _____
Alfred M. Macdaniel, Jr.
Incorporator

CERTIFICATE OF MERGER

**MERGER OF
ENERWISE GLOBAL TECHNOLOGIES, INC. (a Delaware corporation)
WITH AND INTO
COMVERGE EAGLE, INC. (a Delaware corporation)**

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), the undersigned certifies as follows concerning the merger (the "Merger") of Enerwise Global Technologies, Inc., a Delaware corporation ("Enerwise"), with and into Comverge Eagle, Inc., a Delaware corporation ("Eagle") and, together with Enerwise, the "Constituent Corporations") with Eagle as the surviving corporation.

1. An Agreement and Plan of Merger dated June 27, 2007 (the "Merger Agreement") by and among Comverge, Inc., a Delaware corporation, Enerwise, Eagle and Anthony Buffa and John Reese, as Stockholders' Representatives, has been approved, adopted, certified, executed and acknowledged by the Constituent Corporations in accordance with the provisions of Section 251 of the DGCL.
2. Eagle shall be the surviving corporation in the Merger (the "Surviving Corporation").
3. The certificate of incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Comverge Eagle, Inc., as amended pursuant to Exhibit A hereto.
4. This Certificate of Merger shall become effective as of 9:30 am on the date upon which this Certificate of Merger is filed with the Secretary of State of the State of Delaware.
5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, at 511 Schoolhouse Road, Suite 200, Kennett Square, PA 19348.
6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations, upon written request to the Secretary of the Surviving Corporation at Surviving Corporation's principal place of business.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Comverge Eagle, Inc. has caused this Certificate of Merger to be signed on the 23rd day of July, 2007.

COMVERGE EAGLE, INC., the Surviving
Corporation

By: /s/ Robert M. Chiste

Robert M. Chiste
President

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JUL 26 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

EXHIBIT A

**CERTIFICATE OF INCORPORATION
OF
ENERWISE GLOBAL TECHNOLOGIES, INC.**

ARTICLE I

The name of this corporation is Enerwise Global Technologies, Inc. (the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

ARTICLE IV

The total number of shares which the Corporation is authorized to issue is 1,000 shares, all of which shall be Common Stock, par value \$0.001 per share.

ARTICLE V

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE VI

Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VII

The number of directors which shall constitute the whole Board of Directors shall be fixed from time to time by, or in the manner provided in, the Bylaws or in an amendment thereof duly adopted by the Board of Directors or by the stockholders.

ARTICLE VIII

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is hereafter amended to authorize corporation action that further eliminates or limits 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 DGCL as so amended.

ARTICLE IX

The Corporation shall, to the maximum extent permitted from time to time under the laws of the State of Delaware, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was or has agreed to be a director or officer of the Corporation or while a director or officer is or was serving at the request of the Corporation as a director, officer, employer or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against any and all expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement or incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such rights arising under any bylaw, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection of a director or officer of this Corporation existing at the time of such repeal or modification.

ARTICLE X

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 all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XI

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

* * *

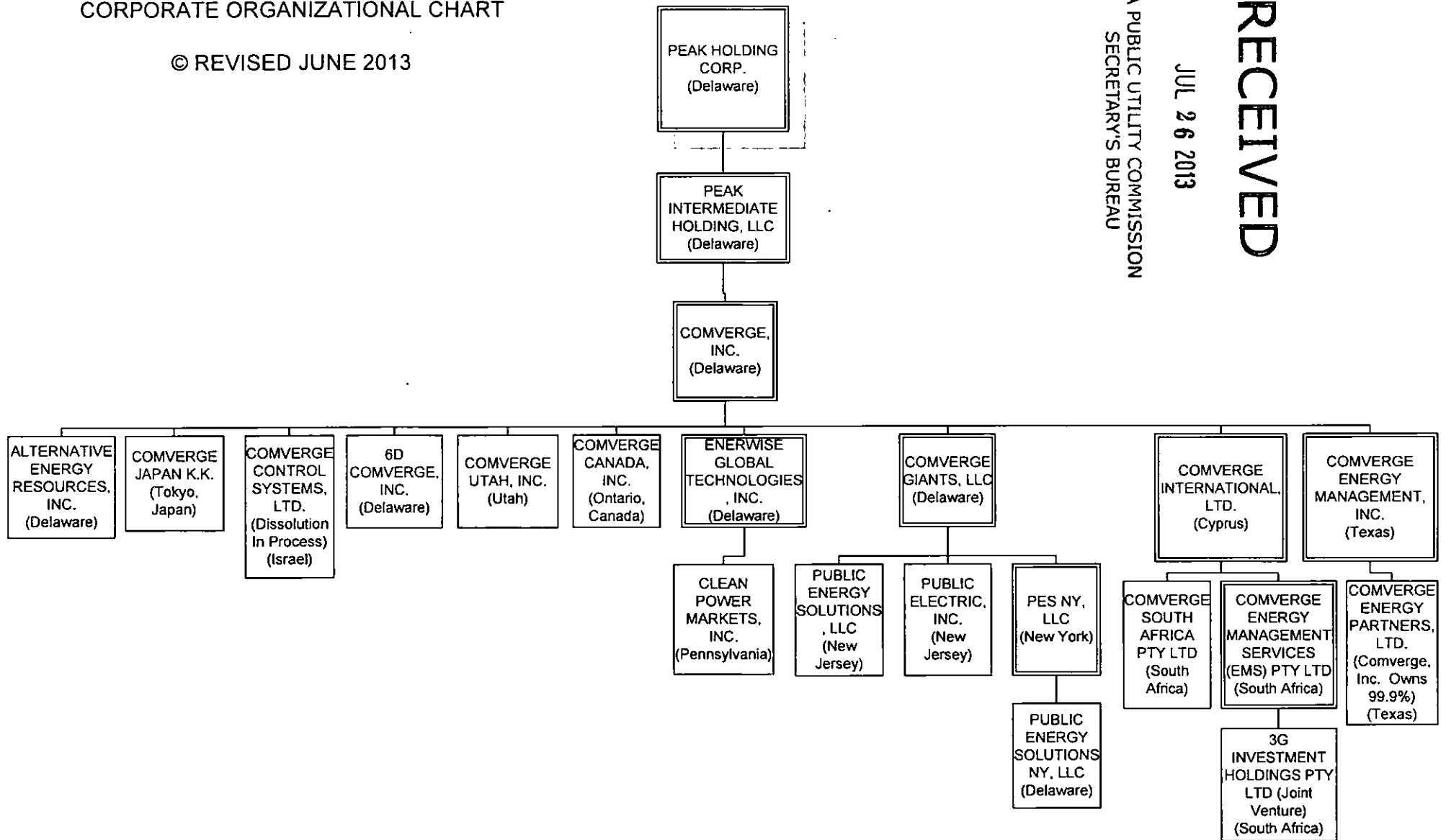
PEAK HOLDING CORP.
CORPORATE ORGANIZATIONAL CHART

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

JUL 26 2013

RECEIVED



Comverge Enters Into Definitive Agreement to be Acquired by H.I.G. Capital

Immediate Cash Value of \$1.75 Per Share Preserves Stockholder Value

Transaction Concludes Extensive Review of Financing and Strategic Alternatives and Addresses Immediate Need for Capital

Comverge to Solicit Alternative Acquisition Proposals from Third Parties for a Period of 30 Days

NORCROSS, Ga., March 26, 2012 – Comverge, Inc. (Nasdaq:COMV) (the “Company”), the leading provider of Intelligent Energy Management solutions for Residential and Commercial & Industrial (C&I) customers, today announced that it has entered into an agreement to be acquired by Peak Merger Corp., an affiliate of H.I.G. Capital, LLC, a leading global private investment firm, for \$1.75 per share in cash, or approximately \$49 million in equity value.

The offer price represents a premium of approximately 18 percent over Comverge’s average closing price of \$1.48 over the last 30 days. The H.I.G. Capital offer is not subject to a financing condition. Affiliates of H.I.G. Capital will provide debt financing to Comverge in the amount of \$12.0 million, which is not contingent on the closing of the acquisition by H.I.G. Capital.

Acting upon the unanimous recommendation of the Strategy Committee of the Board, which is comprised entirely of independent directors, the Comverge Board of Directors has approved the definitive agreement.

“Today’s announcement is the culmination of an extensive review of financing and strategic alternatives available to Comverge,” said Alec Dreyer, Comverge’s Chairman of the Board of Directors. “We are pleased to have found a solution to the Company’s immediate need for capital to fund ongoing operations that not only preserves value for stockholders but also provides immediate cash value to stockholders. The transaction addresses the risks associated with the Company’s liquidity position, provides for our financial viability going forward and allows Comverge to continue to execute on its business plan with the financial backing of H.I.G. Capital. Our Board of Directors is pleased with the outcome of this review process and believes that the transaction with H.I.G. Capital is in the best interests of our stockholders.”

“We are excited to have reached this agreement that will best position Comverge for long-term success, while at the same time providing a return to shareholders and an immediate cash infusion to the Company,” said Brian Schwartz, Executive Managing Director, H.I.G. Capital. “We have been impressed with the level of innovation, solutions, customer base, and the market outlook for demand response. Under H.I.G. Capital’s ownership, Comverge will have the necessary capital to focus its efforts on enhancing and broadening its solutions portfolio, which will ultimately enhance the Company’s long-term growth prospects. We look forward to finalizing this transaction and working closely with the Company over the coming months to promote Comverge’s continued success.”

Review of Financing and Strategic Alternatives

Since the fall of 2010, Comverge has actively sought additional capital financing necessary to support the execution of the Company’s business plan and has explored a variety of financing alternatives and strategic alternatives. The Board of Directors considered a variety of alternatives, including continuing to operate as a stand-alone company, financing the Company through the issuance of additional equity or debt, selling various Company assets and selling the Company as a whole.

On March 15, 2012, Comverge filed its Form 10-K, which included an opinion from its independent auditor that due to the combination of the amount of cash flow that is expected from operations, debt that is due in 2012, and the Company's inability to comply with restrictive debt covenants, there is substantial doubt about Comverge's ability to continue as a going concern. In addition, Comverge's primary and secondary lienholders have issued amortization and default notices, which has significantly accelerated the need for capital and also made it extremely challenging for the Company to raise capital by either issuing equity or securing additional debt. Certain contractual rights of the lienholders also have adversely affected Comverge's ability to raise capital from third parties. Absent the H.I.G. Capital transaction, Comverge believes it would be unable to raise the necessary capital to fund continuing operations, which would place existing stockholder investment in the Company at significant risk.

Transaction Terms

Pursuant to the definitive agreement, Comverge is permitted to solicit alternative proposals from third parties during a go-shop period of 30 days following the date of the definitive agreement, with the potential for a 10 day extension. There can be no assurance that the solicitation of alternative proposals will result in Comverge receiving a superior proposal from a third party, or that if the Company does receive an alternative proposal that is a superior proposal, that a transaction relating to the superior proposal will be completed. J.P. Morgan, which has acted as the Company's financial advisor over the last 18 months regarding financing and strategic alternatives, will advise the Company during the go-shop period. Comverge does not anticipate that it will disclose any developments with regard to this go-shop process unless the Company's Board of Directors makes a decision with respect to a potential superior proposal.

In connection with today's announcement, it is expected that H.I.G. Capital will commence a tender offer for all of the outstanding shares of Comverge not earlier than 10 business days or later than 20 business days after the date of the definitive agreement. The tender offer is conditioned upon, among other things, satisfaction of the minimum tender condition of a majority of the Company's outstanding common stock, receipt of regulatory approvals, and other customary closing conditions.

If the tender offer is completed, H.I.G. Capital will acquire all remaining shares of the Company's common stock through a second-step merger in which the holders of all shares not tendered in the tender offer and with respect to which appraisal rights are not timely and properly exercised will receive \$1.75 in cash for each share of Comverge common stock they own, the same consideration per share as paid in the tender offer.

In connection with entering into the definitive agreement, the Company also entered into forbearance agreements with its senior lender, Silicon Valley Bank, and its junior lenders, Grace Bay Holdings II, LLC and the purchasers of the \$12 million in indebtedness referenced above. These forbearance agreements provide Comverge with the ability to pursue the transactions contemplated by the definitive agreement, including the opportunity for Comverge to pursue a superior proposal during the go-shop period and as otherwise provided in the definitive agreement.

About Comverge

With more than 500 utility and 2,100 commercial customers, as well as five million residential deployments, Comverge brings unparalleled industry knowledge and experience to offer the most reliable, easy-to-use, and cost-effective intelligent energy management programs. We deliver the insight and control that enables energy providers and consumers to optimize their power usage through the industry's only proven, comprehensive set of technology, services and information management solutions. For more information, visit www.comverge.com.

About H.I.G. Capital, LLC

H.I.G. Capital is a leading global private equity investment firm with more than \$8.5 billion of equity capital under management. Based in Miami, and with offices in Atlanta, Boston, Chicago, Dallas, New York, and San Francisco in the U.S., as well as international affiliate offices in London, Hamburg, Madrid, Paris, and Rio de Janeiro, H.I.G. specializes in providing capital to small and medium-sized companies with attractive growth potential. H.I.G. invests in management-led buyouts and recapitalizations of profitable and well managed manufacturing or service businesses. H.I.G. also has extensive experience with financial restructurings and operational turnarounds. Since its founding in 1993, H.I.G. invested in and managed more than 200 companies worldwide. The firm's current portfolio includes more than 50 companies. For more information, please refer to the H.I.G. website at www.higcapital.com.

Additional Information and Where to Find It

This communication is neither an offer to purchase nor a solicitation of an offer to sell securities. The Offer for the outstanding shares of the Company's common stock described in this communication has not commenced. At the time the Offer is commenced, affiliates of H.I.G. Capital will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission ("SEC"), and the Company will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC. The Tender Offer Statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the Solicitation/Recommendation Statement will contain important information that should be read carefully before any decision is made with respect to the Offer. Those materials and all other documents filed by the Company or affiliates of H.I.G. Capital with the SEC will be available at no charge through the SEC's web site at www.sec.gov. *These materials also may be obtained free of charge (when available)* by directing such requests to Comverge, Inc. Attention: Matt Smith, Senior Vice President and General Counsel, 5390 Triangle Parkway, Suite 300, Norcross, Georgia 30092; or by calling Matt Smith, Senior Vice President and General Counsel, at (678) 392-4954.

Cautionary Statement Regarding Forward-Looking Statements This communication contains forward-looking statements. The forward-looking statements in this communication are not and do not constitute historical facts, do not constitute guarantees of future performance and are based on numerous assumptions which, while believed to be reasonable, may not prove to be accurate. Those statements include statements regarding the intent, belief or current expectations of the Company and members of its management team, as well as the assumptions on which such statements are based, and generally are identified by the use of words such as "may," "will," "seeks," "anticipates," "believes," "estimates," "expects," "plans," "intends," "should" or similar expressions. Forward-looking statements are not guarantees of future events and involve risks and uncertainties that actual events may differ materially from those contemplated by such forward-looking statements. Many of these factors are beyond the Company's ability to control or predict. Such factors include, but are not limited to, uncertainties as to how many of the Company's stockholders will tender their stock in the Offer, the possibility that competing offers will be made, unexpected costs or liabilities, the result of the review of the proposed transaction by various regulatory agencies and any conditions imposed in connection with the consummation of the transaction, and the possibility that various closing conditions for the transaction may not be satisfied or waived. Other factors that may cause actual results to differ materially include those set forth in the reports that the Company files from time to time with the SEC, including its annual report on Form 10-K for the year ended December 31, 2011 and quarterly and current reports on Form 10-Q and Form 8-K. These forward-looking statements reflect the Company's expectations as of the date hereof. The Company undertakes no obligation to update the information provided herein.

CONTACT:

Jason Cigarran
Vice President, Marketing and Investor Relations

Comverge, Inc.
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jcgarran@comverge.com

Certificate of Insurance (Con't)

OTHER Coverage

INSR LTR	TYPE OF INSURANCE	ADDL INSR	WVD SUBR	POLICY NUMBER	EFFECTIVE DATE (MM/DD/YY)	EXPIRATION DATE (MM/DD/YY)	LIMIT
E	Professional Liability			026154190	05/13/2013	05/15/2014	\$2,000,000 Each Claim
	(Architects & Engineers						\$3,000,000 Aggregate



Bio for R. Blake Young

R. Blake Young
President & Chief Executive Officer

R. Blake Young was named President & Chief Executive Officer of Comverge in February of 2010. He was previously a member of Comverge's board of directors since August 2006 and served as Chairman of the compensation committee and was also a member of the nominating and corporate governance committee. Mr. Young is the founder of Cap2ity Consulting Group, a business, technology and management consulting group based in Houston. Previously Mr. Young was the Senior Vice President, Global IT & Technology for BG Group, an international London-based energy company. Mr. Young previously held various senior management positions with publicly-traded Dynegy Inc. from 1998 to 2005, including Executive Vice President and Chief Administrative Officer. He also served as President of Illinois Power Company, Dynegy's electric and gas transmission and distribution company. He was responsible for corporate strategy and development, human resources, information technology, corporate communications and other major functions. Prior to such assignment, he was Executive Vice President & President of Global Technology at Dynegy. Prior to Dynegy, Mr. Young was with Campbell Soup Company at their World Headquarters and served as Chief Information Officer of the US Grocery Division. Prior to his tenure with Campbell Soup, Mr. Young had a 14-year career with Tenneco Energy, a large integrated natural gas transporter and marketer and served in a number of senior administrative and commercial management positions, including as Chief Information Officer and Chief of Staff to the Chairman and CEO.

Steve Moffitt

Chief Operating Officer

Mr. Moffitt joined Comverge with more than 20 years experience in the energy, utility and commodity trading business. Moffitt leads the engineering team and oversees the company's day-to-day operations, including network control, software and hardware engineering, measurement and verification and quality. He most recently served as vice president and regional CIO for BG Group, an international London-based energy company. Prior to BG Group, Mr. Moffitt was a managing director with UBS Investment Bank where he was responsible for global commodity trading technology that supported the energy, agriculture and metals trading business. Previously, he held several executive positions at Dynege, Inc., including senior vice president and CIO. In this position Steve led Dynege's technology architecture through one of the most aggressive expansion periods the energy industry has seen. Steve began his career in utility transmission, distribution and generation operations at Texas Utilities, Inc.

John Horton

Executive Vice President and Chief Financial Officer

John Horton was named Executive Vice President and Chief Financial Officer of Comverge in October 2012. Mr. Horton has over twenty years of progressive senior management experience and has created meaningful value in diverse executive level positions with roles in general management, financial management and operations management. He has also held international assignments in Mexico and Asia and managed in large, public corporations as well as private, mid-market companies. Prior to joining Comverge, Mr. Horton was the President and Chief Executive Officer for Lazydays, one of the country's largest recreational vehicle (RV) retailers with annual revenues of more than \$500 million. Prior to Lazydays, he served as Chief Executive Officer and Chief Financial Officer of IPM Service Corporation. Mr. Horton holds a BBA from the University of Michigan and an MBA from the University of Texas.

Tracy Caswell

Senior Vice President and General Counsel

Ms. Caswell is an accomplished corporate counsel and litigator with more than seventeen years of experience. In her role as Senior Vice President and General Counsel, she is responsible for managing Comverge's legal affairs, including providing advice to executive management on a wide range of operational issues, negotiating and closing commercial business transactions and managing all corporate litigation.

Ms. Caswell joined Comverge in 2011 as Senior Counsel, serving as the primary legal liaison for the human resources department, managing litigation and assisting with commercial transactions for the resident, commercial & industrial and international business teams. Prior to joining Comverge, Ms. Caswell served as Senior Counsel at the firm of Alston & Bird, LLP, where she assisted in large scale litigation and provided advice to firm clients on a variety of e-discovery matters, as well as document retention best practices. She has also served as General Counsel / Corporate Secretary for two publicly traded companies where she provided legal advice to executive management, the Board of Directors and all departments on a wide range of operational issues.

Ms. Caswell received her Juris Doctor, Cum Laude from California Western School of Law in San Diego, and her Bachelor of Arts in Psychology from the University of Tennessee in Knoxville.

George Hunt
Senior Vice President & General Manager, C&I Sales

As Senior Vice President and General Manager of C&I Sales at Comverge, Inc., George brings over 33 years of extensive knowledge and experience in sales, market, engineering, and operations. This blend of skills and expertise provides a unique perspective to existing and prospective customers of Comverge's Enerwise Group. Directly or supervising personnel, George has sold and implemented demand and supply side strategies such as Demand Response, Combined Heating Power projects, Performance Contracts, Energy Conservation Projects, Distributed Generation/Conversion in an effort to assist customers in optimizing their operations. Since 2008, the Comverge Enerwise Group has produced a 40% compound annual growth rate.

George is a graduate of Spring Garden College with a BA in Engineering. He has attended numerous corporate and industry professional training programs.

Mike Ratliff

Senior Vice President of Engineering and Chief Technology Officer

Mr. Ratliff joined Comverge in 2008 as the Director of Software Development. In 2010 Mike served as the VP of Software Engineering, leading the teams responsible for all commercial software products, and in May, 2012, he was promoted to Chief Technology Officer and Senior Vice President of Engineering. In this role Mr. Ratliff is responsible for overseeing all software and hardware development, creating synergistic solutions that solve the problems facing the grid today while setting the industry standard of the future.

Mike has over 20 years of experience in the software world. His time has been split between leadership within both large and small companies and consulting engagements targeted at organizational maturity in software development process and culture. He has worked in a variety of industries, including manufacturing, telecom, insurance, hospitality, and energy. Most recently before joining Comverge, Mike ran the Agile transformation business for a boutique international consulting firm where he worked with clients such as JP Morgan, Dell, and Nationwide to introduce Lean and Agile software practices.

Mike's educational background includes a B.S. in Mathematics from Purdue University, as well as continuing professional education in the areas of Agile, Lean, Rails, and iOS development.

Greg Allarding
Vice President of Network Operations & CIO

Mr. Allarding joined Comverge in 2010, and has overseen the rapid upgrade in Comverge IT infrastructure, from the addition of the Norcross data center to the relocation of the Network Operating Center (NOC) to our corporate headquarters in Norcross. Prior to joining Comverge, Mr. Allarding worked at Accenture for 16 years. His role there was in large projects, with over 11 years planning and managing complex system implementations, leading high performance technology teams; Focused on process improvement, implementation and operations methodology, and excellence in project management; Partnering with customers to drive business value; Leading people and process to deliver operational results and excellence in delivery.

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Origin ID: BIGA



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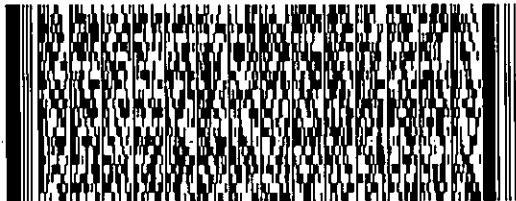
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HARRISBURG, PA 17120

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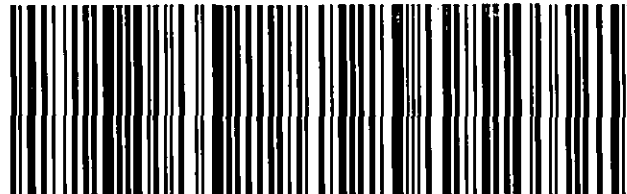
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