

# BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Resource Energy Systems, LLC, d/b/a Resource Energy Systems, LLC, for approval to offer, render, furnish, or as a(n) [as specified in item #8 below] to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

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

Applicant are:

Resource Energy Systems, LLC  
4 High Ridge Park  
Stamford, CT 06905  
203-569-6257, Fax # 203-724-4275

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

N/A

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

Richard Plutzer, CFO  
4 High Ridge Park, Stamford, CT 06905  
203-569-6257, Fax # 203-724-4275

- b. **CONTACT PERSON-PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY:** The name, title, address telephone number and FAX number of the person with whom contact should be made by PEMA:

Richard Plutzer, CFO  
4 High Ridge Park, Stamford, CT 06905  
203-569-6257, Fax # 203-724-4275

3. a. **ATTORNEY:** If applicable, the name, address, telephone number, and FAX number of the Applicant's attorney are:

Phil Baumgarten, Esq.  
2005 Palmer Avenue, #191  
Larchmont, NY 10538.  
914-656-6705

## RECEIVED

JAN - 4 2014

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

b. **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:

Blumberg Excelsior  
800 North 2nd Street, Suite 100  
Harrisburg, PA 17102

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

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

Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

**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.**

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 a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

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. Additionally, provide a copy of the Applicant's Articles of Incorporation. AS an LLC, There are no articles of Incorporation.

Give name and address of officers.

Steve Schussel, President, 4 High Ridge Park, Stamford, CT 06905  
Richard Plutzer, CFO, 4 High Ridge Park, Stamford, CT 06905  
Scott Reinstein, COO, 20700 Ventura Blvd, Ste 350, MB #37, Woodland Hills, CA 91364

The Applicant is incorporated in the state of Delaware

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:** (select and complete appropriate statement) NONE

- Affiliate(s) of the Applicant doing business in Pennsylvania are:

Give name and address of the affiliate(s) and state whether the affiliate(s) are jurisdictional public utilities.

- Does the Applicant have any affiliation with or ownership interest in:
- (a) any other Pennsylvania retail natural gas supplier licensee or licensee applicant,
  - (b) any other Pennsylvania retail licensed electric generation supplier or license applicant,
  - (c) any Pennsylvania natural gas producer and/or marketer,
  - (d) any natural gas wells or
  - (e) any local distribution companies (LDCs) in the Commonwealth

If the response to parts a, b, c, or d above is affirmative, provide a detailed description and explanation of the affiliation and/or ownership interest.

- Provide specific details concerning the affiliation and/or ownership interests involving:
- (a) any natural gas producer and/or marketers,
  - (b) any wholesale or retail supplier or marketer of natural gas, electricity, oil, propane or other energy sources.

- Provide the Pa PUC Docket Number if the applicant has ever applied:
- (a) for a Pennsylvania Natural Gas Supplier license, or

(b) for a Pennsylvania Electric Generation Supplier license.

- If the Applicant or an affiliate has a predecessor who has done business within Pennsylvania, give name and address of the predecessor(s) and state whether the predecessor(s) were jurisdictional public utilities.

or

- The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.

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

- The Applicant is presently doing business in Pennsylvania as a
- natural gas interstate pipeline.
  - municipal providing service outside its municipal limits.
  - local gas distribution company
  - retail supplier of natural gas services in the Commonwealth
  - a natural gas producer
  - Other. (Identify the nature of service being rendered.)  
*Electricity Broker*

or

- The Applicant is not presently doing business in Pennsylvania.

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

- supplier 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.
- Aggregator engaged in the business of supplying natural gas services.
- Other (Describe):  
*Natural Gas Broker*

9. **PROPOSED SERVICES:** Generally describe the natural gas services which the Applicant proposes to offer.

The applicant proposes to offer consulting and brokerage services to commercial and industrial customers which are significant consumers of natural gas for their respective operations

10. **SERVICE AREA:** Provide each Natural Gas Distribution Company (NGDC) in which Applicant proposes to offer services.

The applicant proposes to offer its services initially to Eastern PA, however, it anticipates in time offering its services throughout the State of PA

11. **CUSTOMERS:** Applicant proposes to initially provide services to:

- Residential Customers
- Commercial Customers - (Less than 6,000 Mcf annually)
- Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

12. **START DATE:** The Applicant proposes to begin delivering services on 4/1/2014  
(approximate date).

13. **NOTICE:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, serve a copy of the signed and verified Application with attachments on the following:

Irwin A. Popowsky  
Office of Consumer Advocate  
5th Floor, Forum Place  
555 Walnut Street  
Harrisburg, PA 17120-1921

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

Bernard A. Ryan, Jr.  
Commerce Building, Suite 1102  
Small Business Advocate  
300 North Second Street  
Harrisburg, PA 17101

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

Any of the following Natural Gas Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

<p><b>NUI Valley Cities Gas (NUI Transportation Services)</b> Mike Vogel PO Box 3175 Union, NJ 07083-1975 PH: 908.289.5000 ext. 5441      FAX: 908.2898.6444</p>	<p><b>National Fuel Gas Distribution Corp.</b> Paul R. Mundy 10 Lafayette Square Buffalo, NY 14203 PH: 716.857.7756      FAX: 716.857.7479 e-mail: <a href="mailto:mundyp@natfuel.com">mundyp@natfuel.com</a></p>
<p><b>Penn Fuel [North Penn Gas Company &amp; Penn Fuel Gas]</b> Jim Evans      <u>or</u>      Tom Olsen 2 North 9th Street GENA94 Allentown, PA 18101 PH: 610.774.7981      610.774.4975 FAX: 610.774.5694      610.774.4975 e-mail: <a href="mailto:jevans@papl.com">jevans@papl.com</a>      <u>or</u>      <a href="mailto:teolson@papl.com">teolson@papl.com</a></p>	<p><b>The Peoples Natural Gas Company</b> Joe Gregorini      <u>or</u>      Bill McKeown 625 Liberty Avenue Pittsburgh, PA 15222 e-mail: <a href="mailto:jgregorini@png.cng.com">jgregorini@png.cng.com</a> PH: 412.497.6851      <u>or</u>      412.497.6840 FAX: 412.497.6630</p>
<p><b>T. W. Phillips Gas and Oil Company</b> Robert M. Hovanec 205 North Main Street Butler, PA 16001 PH: 724.287.2725      FAX: 724.287.5021 e-mail: <a href="mailto:rhovanec@twphillips.com">rhovanec@twphillips.com</a></p>	<p><b>UGI</b> David Beaston      <u>or</u>      Bob Krieger PO Box 12677      <u>or</u>      225 Morgantown Rd Reading, PA 15222      Reading, PA 15222 PH: 610.796.3425      PH: 610.796.3516 FAX: 610.796.3559</p>
<p><b>PG Energy</b> Richard N. Marshall      <u>or</u>      Wendy K. Saxe One PEI Center Wilkes-Barre, PA 18711-0601 e-mail: <a href="mailto:marshall@pgenergy.com">marshall@pgenergy.com</a>      <u>or</u>      <a href="mailto:saxe@pgenergy.com">saxe@pgenergy.com</a> PH: 570.829.8795      FAX: 570.829.8652</p>	<p><b>Equitable Gas Company</b> Antionette Litchy 200 Allegheny Center Mall Pittsburgh, PA 15212-5352 PH: 412.395.3117      FAX: 412.395.3156</p>
<p><b>Carnegie Natural Gas Company</b> Donald A. Melzer 800 Regis Avenue Pittsburgh, PA 19236 PH: 412.655.8510 ext. 331      FAX: 412.655.0335</p>	<p><b>Columbia Gas of PA, Inc.</b> Paula Frauen      <u>or</u>      Shirley Bardes-Hasson 650 Washington Road Pittsburgh, PA 15228 e-mail: <a href="mailto:pfrauen@columbiaenergygroup.com">pfrauen@columbiaenergygroup.com</a> PH: 412.572.7131      FAX: 412.572.7161</p>
<p><b>Philadelphia Gas Works</b> Eric Burgis 800 West Montgomery Avenue Philadelphia, PA 19122 email: <a href="mailto:eric.burgis@pgworks.com">eric.burgis@pgworks.com</a> PH: 215.684.6907      FAX: 215.684.6564</p>	<p><b>PECO</b> Kevin Carrabine 300 Front Street Building 2 Conshohocken, PA 19428 PH: 610.832.6413</p>

Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, attach Proof of Service of the Application and attachments upon the above named parties. 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.

Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, attach Proof of Service of the Application and attachments upon the above named parties. 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.

14. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix B to this application.
15. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last five (5) 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. *None*
16. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** All services 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.
- Contacts for Consumer Service and Complaints: Provide the name, title, address, telephone number and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with Applicant, the Distribution Company, the Pennsylvania Public Utility Commission or other agencies.
  - Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers. *None*
  - If proposing to serve Residential and/or Small Commercial customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix B to this Application.
17. **FINANCIAL FITNESS:**
- Applicant shall 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:
    - Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
    - Published parent company financial and credit information.
    - Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.
    - 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 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.
    - Audited financial statements
    - Such other information that demonstrates Applicant's financial fitness.
  - Applicant must provide the following information:
    - Provide proof of compliance with bonding/credit requirements for each NGDC the applicant is proposing to provide service in. This requirement is designated by each NGDC and can commonly be found in the NGDC supplier tariff. *not applicable*
    - Identify Applicant's chief officers including names and their professional resumes.

16.

A. Richard Plutzer, CFO, 4 High Ridge Park, Stamford, CT 06905 203-569-6257, 203-724-4275

Steve Schlusser, President, 4 High Ridge Park, Stamford, CT 06905 203-

B. We do not provide service to residential customers

C. N/A

Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

18. **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by natural gas 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 officers directly responsible for operations, including names and their professional resumes. *See attached*

A copy of any Federal energy license currently held by the Applicant.

Proposed staffing and employee training commitments.

Business plans.

19. **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. Section 2208(D). Transferee will be required to file the appropriate licensing application.

20. **UNIFORM 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.

21. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:

a. Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on an annual basis no later than 30 days following the end of the calendar year.

**Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 22 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive natural gas market.**

22. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.

23. **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.

24. **FEE:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

RECEIVED

JAN - 4 2014

Applicant: *[Signature]*

By: *Rich Plutz*

Title: *CFO*

**AFFIDAVIT**

[Commonwealth/State] of Connecticut :

ss.

County of FAIRFIELD :

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

(He/she is the CFO (Office of Affiant) of Resource Energy Systems (Name of Applicant);)

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

That Resource Energy Systems, LLC, 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 Resource Energy Systems, LLC, 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 Resource Energy Systems, LLC, 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, 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.

That Resource Energy Systems, LLC, 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.

**RECEIVED**

JAN - 4 2014

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

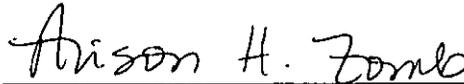
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commission's Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections 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 17<sup>th</sup> day of December, 192013.



\_\_\_\_\_  
Signature of official administering oath

ALISON H. ZOMB  
NOTARY PUBLIC OF CONNECTICUT  
My Commission Expires 10/31/2016

My commission expires \_\_\_\_\_



**AFFIDAVIT**

[Commonwealth/State] of Connecticut :

ss.

County of Fairfield :

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

(He/she is the CFO (Office of Affiant) of Resource Energy Systems, LLC (Name of Applicant);]

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

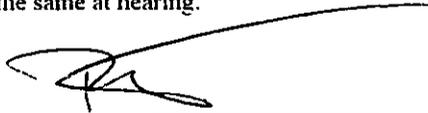
That the Applicant herein Resource Energy Systems, LLC has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).

That the Applicant herein Resource Energy Systems, LLC has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

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

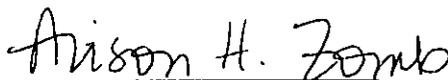
That the Applicant herein Resource Energy Systems, LLC acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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

Sworn and subscribed before me this 17<sup>th</sup> day of December, 2013.



Signature of official administering oath

ALISON H. ZOMB  
NOTARY PUBLIC OF CONNECTICUT  
My Commission Expires 10/31/2016

My commission expires \_\_\_\_\_



**RECEIVED**

JAN - 4 2014

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**AFFIDAVIT**

was told not to do until application was approved.

[Commonwealth/State] of \_\_\_\_\_ :

: ss.

County of \_\_\_\_\_ :

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

[He/she is the \_\_\_\_\_ (Office of Affiant) of \_\_\_\_\_ (Name of Applicant);]

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

That \_\_\_\_\_, the Applicant herein certifies that it has caused the notice of the filing of its license application published in the following newspapers on \_\_\_\_\_:  
(date)

A copy of the notice as it appeared in each of the above newspapers is attached. Noted on each copy is the newspaper section (name, number or letter), if applicable, and the page number on which the notice appeared.

That \_\_\_\_\_, the Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing was published as soon as it is available.

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

Sworn and subscribed before me this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
Signature of official administering oath

My commission expires \_\_\_\_\_.

**RECEIVED**

JAN - 4 2014

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

## Appendix B

### Sample Disclosure Statement Format for Natural Gas Suppliers

This is an agreement for natural gas services, between NGS name and customer's name and full address.

#### Background

We at NGS Company Name are licensed by the Pennsylvania Public Utility Commission to offer and supply natural gas services in Pennsylvania. Our PUC license number is A-110XXX.

- We set the prices and charges that you pay. The Public Utility Commission regulates distribution or delivery prices and services. The Federal Energy Regulatory Commission regulates interstate pipeline prices and services.
- If you ask us, we can bill you directly for our service.
- Right of Recision - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

#### Definitions

- Interstate Pipeline Charges - Charges for moving natural gas to the distribution lines of a distribution company.
- Nonbasic Charges - *Define each nonbasic service being offered.*

#### Terms of Service

1. (a) **Basic Service Prices** - *Itemize Basic Services you are billing for and their prices.*

You will pay rate per (Mcf/Dth/ccf) for the commodity of natural gas.  
*Suppliers are to include any variable pricing conditions and limits, if charging a variable rate.*

You will pay rate per (Mcf/Dth/ccf) for other natural gas service.  
*Suppliers are to include transmission service prices if billed.*

- (b) **Nonbasic Service Prices** - *Itemize Nonbasic Services you are offering and their prices.*
2. **Length of Agreement**

You will buy your natural gas services for the above street address from company's name beginning date through date of expiration, if any.

3. **Special Terms and Conditions** - *List and explain all that apply.*
- Sign-up bonuses
  - Add-ons
  - Limited time offers
  - Other Sales Promotions
  - Exclusions

4. **Special Services** - *Provide explanation of price, terms and conditions, including advanced metering deployment, if applicable.*

5. **Penalties, Fees and Exceptions** - List any that apply including a late payment charge. The print size for this section must be larger than the print in the rest of the agreement.

6. **Cancellation Provisions** - This category may consist of both customer initiated cancellation provisions and supplier initiated cancellation provisions.

7. **Renewal Provision** - If this is a fixed term agreement with automatic renewal, explain the procedure here.

8. **Agreement Expiration/Change in Terms**

If you have a fixed term agreement with us and it is approaching the expiration date or if we propose to change our terms of service, we will send you written notice in each of our last three bills or in separate mailings before either the expiration date or the effective date of the changes. We will explain your options in these three advance notices.

9. **Dispute Procedures**

Contact us with any questions concerning our terms of service. You may call the PUC if you are not satisfied after discussing your terms with us.

10. **Contact Information**

Supplier Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Phone Number: \_\_\_\_\_

Internet Address: \_\_\_\_\_

\_\_\_\_\_

Distribution Company Name: \_\_\_\_\_

Provider of Last Resort Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Phone Number: \_\_\_\_\_

Public Utility Commission (PUC)

Address: P.O. Box 3265 Harrisburg, PA 17105-3265

Natural Gas Competition Hotline Number: 1-888-xxx-xxxx

Universal Service Program Name: \_\_\_\_\_

Phone Number: \_\_\_\_\_

Do not have to  
do until app is  
approved

**APPENDIX C**  
**EXAMPLE FORM OF NOTICE**

**PENNSYLVANIA**  
**PUBLIC UTILITY COMMISSION**  
**NOTICE**

*Application of **Company Name** (d/b/a "**Trade Name**") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania, Docket No. A-125XXX.*

On **Month Date, Year**, **Company Name** filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier of natural gas, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. **Company Name** proposes to sell natural gas and related services throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Company Name** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to **Company's Name** attorney at the address listed below. Please include the PUC's "docket number" on any correspondence, which is A-125XXX.

By and through Counsel: Attorney's Name

**Company Name**

**Address**

**Address**

**Phone**

**FAX**

## APPENDIX D

### Standards of Conduct

- (1) The [natural gas distribution company] should apply its tariffs in a nondiscriminatory manner to its affiliate, its own marketing division and any nonaffiliate.
- (2) The [natural gas distribution company] should likewise not apply a tariff provision in any manner that would give its affiliate or division an unreasonable preference over other marketers with regard to matters such as scheduling, balancing, transportation, storage, curtailment, capacity release and assignment, or nondelivery, and all other services provided to its affiliated suppliers.
- (3) If a tariff provision is mandatory, the [natural gas distribution company] should not waive the provision for its affiliate or division absent prior approval of the Commission.
- (4) If a tariff provision is not mandatory or provides for waivers, the [natural gas distribution company] should grant the waivers without preference to affiliates and divisions or non-affiliates.
- (5) The [natural gas distribution company] should maintain a chronological log of tariff provisions for which it has granted waivers. Entries should include the name of the party receiving the waiver, the date and time of the request, the specific tariff provision waived and the reason for the waiver. Any chronological log should be open for public inspection during normal business hours.
- (6) The [natural gas distribution company] should process requests for transportation promptly and in a nondiscriminatory fashion with respect to other requests received in the same or a similar period. The [natural gas distribution company] should maintain a chronological log showing the processing of requests for transportation services. Any chronological log should be open for public inspection during normal business hours.
- (7) Transportation discounts and fee waivers and rebates provided to the [natural gas distribution company's] or its marketing affiliate's favored customers should be offered to other similarly situated customers and should not be tied to any unrelated service, incentive or offer on behalf of either the parent or affiliate. A chronological

log should be maintained showing the date, party, time and rationale for the action. Any chronological log should be open for public inspection during normal business hours.

- (8) The [natural gas distribution company] should not disclose any customer proprietary information to its marketing affiliate or division, and to the extent that it does disclose customer information, it should contemporaneously provide this same information to other similarly situated marketers in a similar fashion so as not to selectively disclose, delay disclosure, or give itself or its affiliate any undue advantage related to the disclosure. A chronological log should be maintained showing the date, time and rationale for the disclosure. Any chronological log should be open for public inspection during normal business hours. A natural gas distribution company should not provide information received from non-affiliated customers or suppliers to its affiliated natural gas suppliers.
- (9) The [natural gas distribution company] should justly and reasonably allocate to its marketing affiliate or division the costs or expenses for general administration or support services.
- (10) The [natural gas distribution company] selling surplus gas supplies and/or upstream capacity on a short-term basis (as defined by the Federal Energy Regulatory Commission) to its affiliate should make supplies available to similarly situated marketers on a nondiscriminatory basis. The [natural gas distribution company] should not make any gas supplies and/or upstream capacity available through private disclosure to the [natural gas distribution company's] affiliate unless the availability is made simultaneously with public dissemination in a manner that fairly apprises interested parties of the availability of the gas supplies and/or upstream capacity. The [natural gas distribution company] should maintain a chronological log of these public disseminations. Any chronological log should be open for public inspection during normal business hours.
- (11) The [natural gas distribution company] should not condition or tie agreements to release interstate pipeline capacity to any service in which the [natural gas distribution company] or affiliate is involved.
- (12) The [natural gas distribution company] should not directly or by implication . . . represent to any customer, supplier or third party that an advantage may accrue to any party through use of the [natural gas distribution company's] affiliate or subsidiary.

- (13) The [natural gas distribution company] should establish and file with the Commission a complaint procedure for dealing with any alleged violations of any of the standards listed in paragraphs (1) through (12), this paragraph or paragraphs (14) and (15), excepting for paragraph (9), which should be exclusively under the purview of the Commission. These procedures should be developed in consultation with interested parties during consideration of any tariff guided by this section and §69.191 (relating to general). The Commission may expect establishment of a complaint procedure or other recordkeeping requirements if warranted by subsequent facts or circumstances.
- (14) The [natural gas distribution company] should keep a chronological log of any complaints, excepting paragraph (9), regarding discriminatory treatment of natural gas suppliers. This chronological log should include the date and nature of the complaint and the [natural gas distribution company's] resolution of it. Any chronological log should be open for inspection during normal business hours.
- (15) Parties alleging violations of these standards may pursue their allegations through the Commission's established complaint procedures. A complainant bears the burden of proof consistent with 66 Pa. C.S. (relating to Public Utility Code) in regard to the allegations.
- (16) Licensees shall provide accurate information about their natural gas supplier services using plain language and common terms. Where new terms are used, such terms must be defined again using plain language. Information should be provided in a format which will allow for comparison of the various natural gas supply services offered and the prices charged for each type of service.
- (17) Licensees shall provide notification of the change in conditions of service, intent to cease operation as a natural gas supplier, explanation of denial of service, proper handling of deposits and proper handling of complaints in accordance with Commission regulations where applicable.
- (18) Licensees shall maintain the confidentiality of customers' historic payment information and right of access to their own load and billing information.

- (19) Licensees shall not discriminate in the provision of natural gas supply services as to availability and terms of service based on race, color, religion, national origin, sex, marital status, age receipt of public assistance income, and exercise of rights under the Consumer Credit Protection Act, 15 U. S. C. §§1691-1691f; Regulation B, 12 C.F.R. §§202-202.14.
- (20) Licensees will be responsible for any fraudulent deceptive or other unlawful marketing or billing acts performed by their agents or representatives. Licensee shall inform consumers of state consumer protection laws that govern the cancellation or rescission of natural gas supply service contracts. 73 P. S. §201-7.
- (21) The natural gas distribution company shall not give any affiliate or marketing division preference over a non-traditional affiliate in the provision of goods and services such as processing requests for information, complaints and responses to service interruptions. The *natural gas distribution company shall provide comparable treatment without regard to a customer's chosen natural gas supplier.*
- (22) No transaction between the natural gas distribution company and an affiliated natural gas supplier shall involve an anti-competitive cross-subsidy and all such transactions shall comply with applicable law.
- (23) Natural gas distribution company employees who have responsibility for operating the distribution system, including natural gas delivery or billing and metering, shall not be shared with an affiliated or divisional Supplier, and their offices shall be physically separated from the office(s) used by those working for the Supplier. Such natural gas distribution company employees may transfer to a Supplier provided such transfer is not used as a means to circumvent these interim standards of conduct. Any supplier shall have its own direct line management. Any shared facilities shall be fully and transparently allocated between the natural gas distribution company function and the Supplier function. The natural gas distribution company accounts and records shall be maintained such that the costs a Supplier incurs may be clearly identified.
- (24) (a) Neither the natural gas distribution company nor an affiliated or divisional Supplier may directly or by implication falsely and unfairly represent:

that the Pa PUC jurisdictionally regulated services provided by the natural gas distribution company are of a superior quality when power is purchased from an affiliated or divisional Supplier; or

that the merchant services (for natural gas) are being provided by the natural gas distribution company rather than an affiliated or divisional Supplier;

that the natural gas purchased from a Supplier that is not an affiliate or division of the natural gas distribution company may not be reliably delivered;

that natural gas must be purchased from an affiliate or divisional Supplier to receive Pa PUC jurisdictional regulated services.

(b) The natural gas distribution company shall not jointly market or jointly purchase its Pa PUC jurisdictional regulated services with the services of an affiliated or divisional Supplier. This prohibition includes prohibiting the natural gas distribution company from including bill inserts in its natural gas distribution company bills promoting an affiliated or divisional Supplier's services, and further precludes a reference or link from the natural gas distribution company's web-site to any affiliated or divisional supplier.

(c) When an affiliated or divisional Supplier markets or communicates to the public using the natural gas distribution company name or logo, it shall include a disclaimer that states:

(i) That the Supplier is not the same company as the natural gas distribution company; (2) that the prices of the Supplier are not regulated by the Pa PUC; and (3) that a customer does not have to buy natural gas or other products from the Supplier in order to receive the same quality service from the natural gas distribution company. When a Supplier advertises or communicates verbally through radio or television to the public using the natural gas distribution company name or logo, the Supplier shall include at the conclusion of any such communication a disclaimer that includes all of the disclaimers listed in this paragraph.

(25) The natural gas distribution company must: (a) make interstate capacity available for release, assignment, or transfer to its affiliated or divisional Supplier only through the interstate pipeline electronic bulletin boards and the competitive bidding procedures in place on those interstate systems; (b)

not give its affiliated or divisional Supplier any preference over non-affiliated or non-divisional Suppliers, or potential non-affiliated or non-divisional Suppliers, in matters relating to the assignment, release, or other transfer of the natural gas distribution company's capacity rights on interstate pipeline systems; and (c) not condition or tie its agreement to release, assign, or otherwise transfer interstate pipeline capacity to any agreement by a gas Supplier, customer or other third party relating to any service in which its marketing affiliate is involved.

## **Resource Energy Systems, LLC Background On Officers**

### **Steven Schlusel, President**

As President of Resource Energy Systems, Steven is responsible for establishing the Company's long-term objectives and strategic plan. Steven also heads the Company's sales and marketing program and leads the Company's efforts to articulate the many tangible and intangible benefits of solar energy, advanced energy procurement practices, customized demand response program solutions and other energy cost containment strategies to commercial real estate owners. In addition, Steven uses his decades of experience in the real estate industry to create proprietary solar energy and energy management solutions for various types of commercial properties.

Steven brings over twenty years of experience working with leading commercial real estate companies. He is the Founder and former President of International Environmental Management, Inc. (IEM), which provides waste and recycling management services across the nation to over five hundred regional shopping centers and their more than 45,000 tenants. Steven founded IEM in 1992 and guided IEM through the sale of the company in 2006 to Oakleaf Global Holdings, Inc. (OGHI), a portfolio company of the Charterhouse Group, a private equity firm. He served on the Board of Directors of OGHI during a period of rapid growth for OGHI in its sales and profitability, as well as a period during which OGHI introduced new services and products for the waste management industry.

Steven continued to serve on the Board of OGHI until its sale in 2007 to an affiliate of New Mountain Capital for \$655,000,000. At the time of the sale, OGHI had consolidated revenues of approximately \$600,000,000 per year. IEM's operating results comprised a substantial portion of OGHI's overall earnings.

Prior to starting IEM, Steven was a commercial real estate broker with Edward S. Gordon Co. Steven has an undergraduate degree in Management and an MBA in Finance, both from New York University.

### **Richard Plutzer, Chief Financial Officer**

Richard handles all legal, financial and tax aspects of operations of the Company. He also interacts with state and local governmental agencies on regulatory matters impacting the Company's development activities.

He served as founder and Chairman of the Energy Committee for the Environmental Business Council of the Commerce And Industry Association of New Jersey (CIANJ), a leading trade organization in New Jersey. He has lectured numerous times on solar energy and energy

procurement issues, including the impact of the Energy Master Plan (EMP) proposed by then Governor Corzine on renewable energy and the cost of electricity in that state. Richard has authored articles for Commerce Magazine (the publication of CIANJ) and GlobeSt.com on the use of solar energy at commercial real estate and on the subject of demand response.

He served as a speaker at periodic roundtable discussions conducted by the Environmental Business Council of CIANJ on energy related subjects, including topics related to the EMP and its impact on energy in New Jersey. Richard served as moderator of a panel discussion on the EMP and its implications for energy in the state of New Jersey, which panel included some of the leading authorities on energy policy in New Jersey.

Richard previously served as Chief Financial Officer and General Counsel for IEM. One of the former shareholders of IEM, he teamed with Steven Schluskel in the negotiations for the sale of IEM in 2006 and was responsible for all aspects of the tax, legal and financial due diligence process leading up to the sale. As Chief Financial Officer, Richard reorganized and leveraged the resources of the Finance Department to significantly increase the profitability and value of the company. He was also responsible for all aspects of financial and tax reporting for the company, including such reporting and tax compliance as required for the forty-five states in which IEM conducts its operations. As General Counsel, he was responsible for virtually all contracts to which IEM was a party and was involved in extensive contract negotiations and corporate governance matters.

Richard has over the years advised other start up and middle market companies on legal, financial and tax matters. He has lectured at many conferences and published articles more than a dozen times on financial and tax issues related to real estate. His background includes roles serving as an Attorney and Certified Public Accountant at Ernst & Young and other leading firms.

Richard graduated from Washington University in St. Louis and Boston College Law School.

### **Scott Reinstein, Chief Operating Officer**

As Chief Operating Officer, Scott is involved in the detailed structuring of highly customized and proprietary solar energy, energy procurement for electricity and natural gas, and demand response solutions offered to customers of the Company. He is also responsible for all aspects of development, design, installation and operation of solar energy systems. Scott utilizes the broad relationship and knowledge base he has assembled during his many years in the real estate industry to manage the development process in an industry leading cost effective and efficient manner. In the course of doing so, he is continually evaluating new technologies impacting the solar energy industry for application at commercial properties.

Scott has pioneered energy procurement for both electric and natural gas, as well as demand

response programs and practices that have produced profoundly significant improved results over offerings of other energy management businesses. He is currently engaged by national and regional real estate companies to thoroughly evaluate their energy procurement for electricity and natural gas, and demand response practices and procedures. In the course of doing so, Scott has identified numerous opportunities to materially reduce energy costs and, materially increase revenue streams from enhanced participation in demand response programs. Indeed, Scott has successfully leveraged his many years of real estate and energy experience to assemble a package of analytical solutions that are second to none in the energy management industry with regard to electricity and natural gas. No other individual in the energy management sector has the depth of real estate operations and development experience as Scott, and with that highly specialized background he is uniquely positioned to design and implement comprehensive plans which serve the needs of the increasingly complex commercial real estate industry and the national retail chains with regard to electricity and natural gas.

Prior to joining Resource Energy Systems, Scott served in various executive capacities for The Westfield Group, one of the largest shopping center owners in the world. In Development, Scott directed all components of shopping center expansion projects most notably a \$500,000,000 expansion in Los Angeles which was completed under budget and ahead of schedule. His responsibilities included entitlement, planning, budgeting, and full oversight of project management, construction, leasing, design and marketing.

Scott held various other positions at The Westfield Group, including Vice President National Operations, over the nearly two decades he worked at The Westfield Group and a predecessor company. In his role as Vice President National Operations, Scott was responsible for every area of operations covering more than 40,000,000 square feet of gross leasable retail space. He pioneered industry leading energy procurement and energy cost containment programs for electricity and natural gas and in the process saved millions of dollars in yearly energy expenses.

Scott is a U.S. Navy veteran who served nearly four years with the armed services.

RESOURCE ENERGY SYSTEMS, LLC

Profit & Loss

January through October 2013

Jan - Oct 13

Ordinary Income/Expense

Income

3,789,376.92

Expense

Moving Expense

7,167.28

Bank Service Charges

610.73

Courier

36.98

Filing Fees

3,507.23

Gifts

1,125.95

Insurance

53,618.00

Internet Access

2,778.69

Licenses and Permits

450.00

Membership

3,375.00

Equipment Maintenance and Analysis

63,699.05

Miscellaneous

5,609.77

Payroll, Payroll Taxes and Benefits

2,055,403.42

Postage and Delivery

27,213.00

Printing and Reproduction

6,027.96

Professional Fees

19,792.00

Rent and Related Office Expenses

199,368.97

Repairs

1,351.50

Security

1,088.95

Software

3,705.26

Sponsorship

1,000.00

Travel and Travel Related Expenses, Conferences, Seminars and Training Functions

235,172.51

Utilities

825.77

Web Site Development

378.06

Total Expense

2,693,306.08

Net Income

1,096,070.84

RESOURCE ENERGY SYSTEMS, LLC

Balance Sheet

As of October 31, 2013  
Oct 31, 13

ASSETS

Current Assets

Cash 305,402.71

Accounts Receivable And Other Current Assets 386,808.45

Total Current Assets 692,211.16

Fixed Assets, Net of Depreciation 33,751.44

Other Assets

Security Deposits - Landlord 29,072.08

Total Other Assets 29,072.08

TOTAL ASSETS 755,034.68

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable and Accrued Expenses 210,417.77

Total Current Liabilities 210,417.77

Total Liabilities 210,417.77

Members Equity 544,616.91

TOTAL LIABILITIES & EQUITY 755,034.68

RESOURCE ENERGY SYSTEMS, LLC

Profit & Loss

January through December 2012

Jan - Dec 12

Ordinary Income/Expense

Income

4,466,521.89

Expense

Bank Service Charges

1,078.25

Courier

37.91

Depreciation Expense

7,644.02

Dues and Subscriptions

125.00

Filing Fees

6,414.00

Gifts

871.27

Insurance

43,007.92

Internet Access

1,933.48

Membership

450.00

Equipment Maintenance and Analysis

61,676.95

Miscellaneous

25,517.28

Moving Expense

1,244.63

Online Services

1,111.46

Payroll, Payroll Taxes and Benefits

1,809,996.74

Postage and Delivery

3,903.06

Printing and Reproduction

2,106.56

Professional Fees

62,537.23

Rent and Related Office Expenses

187,454.92

Repairs

224.34

Software

4,290.46

Travel and Travel Related Expenses, Conferences, Seminars and Training Functions

187,227.35

Total Expense

2,408,852.83

Net Income

2,057,669.06

RESOURCE ENERGY SYSTEMS, LLC

Balance Sheet

As of December 31, 2012  
Dec 31, 12

ASSETS

Current Assets

Cash 79,854.67

Accounts Receivable And Other Current Assets 123,509.30

Total Current Assets 203,363.97

Fixed Assets, Net of Depreciation 19,779.78

Other Assets

Security Deposits - Landlord 21,779.91

Total Other Assets 21,779.91

TOTAL ASSETS 244,923.66

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable and Accrued Expenses 225,588.60

Total Current Liabilities 225,588.60

Total Liabilities 225,588.60

Members Equity 19,335.06

TOTAL LIABILITIES & EQUITY 244,923.66



An Exelon Company

December 20th, 2013

Lisa Rybnick  
Resource Energy Systems, LLC  
4 High Ridge Park #202  
Stamford, CT 06905

RECEIVED

JAN - 4 2014

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Re: Bonding Requirements

Dear Lisa Rybnick:

PECO is aware Resource Energy Systems, LLC 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, Resource Energy Systems, LLC could be required to provide to PECO a bond or other acceptable financial security in an amount that PECO determines to be appropriate. Resource Energy Systems, LLC has indicated that it intends to provide only brokering and consulting services to commercial and industrial customers 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 Resource Energy Systems, LLC 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 Resource Energy Systems, LLC or the creditworthiness requirement for PECO's exposure to Resource Energy Systems, LLC changes in the future, PECO reserves the right to require Resource Energy Systems, LLC 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 black ink, appearing to read "Carlos P. Thillet". The signature is written in a cursive style and is positioned above a horizontal line.

Carlos P. Thillet  
Manager, Gas Supply and Transportation  
2301 Market St S9-1  
Philadelphia, Pa 19103

# Philadelphia Gas Works



Raymond M. Snyder – Vice President, Gas Management  
800 W. Montgomery Avenue, Philadelphia, PA 19122  
Telephone: (215) 684-6405 Fax: (215) 684-6602

December 30, 2013

Ms. Lisa Rybnick  
Resource Energy Systems, LLC  
4 high ridge Park, #202  
Stamford, CT 06905

Re: Security Requirement Bond for Resource Energy Systems, LLC

Dear Ms. Rybnick:

Philadelphia Gas Works ("PGW") is aware that Resource Energy Systems, LLC 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, Resource Energy Systems, LLC must furnish acceptable security to each utility where Resource Energy Systems, LLC will do business. As such, under its tariff, Philadelphia Gas Works could require Resource Energy Systems, LLC 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 Resource Energy Systems, LLC intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that, in performing these services, Resource Energy Systems, LLC, will never take title to any delivered natural gas.

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

If you have any questions concerning the foregoing, please contact me at (215) 684-6405.

Sincerely,

A handwritten signature in black ink, appearing to read "Raymond M. Snyder", written over a white background.

Raymond M. Snyder  
Vice President  
Gas Management



# VALLEY ENERGY

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

January 3, 2014

Lisa Rybnick  
Resource Energy Systems, LLC  
4 High Ridge Park, #202  
Stamford, CT 06905

Dear Ms. Rybnick:

We understand that Resource Energy Systems, LLC has applied with the Pennsylvania Public Utility Commission to provide brokerage and/or consulting services to commercial users in Pennsylvania including our company's service area.

Because Resource Energy Systems, LLC intends to operate as set forth above, we have determined that Resource Energy Systems, LLC will not be required to post a bond or other form of financial security instrument to provide this service in our service area. However, if the service provided or failure to meet our requirements for credit worthiness changes in the future, we reserve the right to require security from Resource Energy Systems, LLC as deemed appropriate.

If you have any questions, please contact Mrs. Marjorie Johnston at 570-888-9664.

Sincerely,

Robert J. Crocker  
President & CEO

RJC/ss

cc: M. Johnston, Valley Energy



# National Fuel

December 18, 2013

Attention: Lisa Rybnick  
Resource Energy Systems, LLC  
4 High Ridge Park, #202  
Stamford, CT 06905

Re: Security Requirement for Resource Energy Systems, LLC:

Dear Lisa Rybnick,

National Fuel Gas Distribution Corporation ("NFGDC") is aware Resource Energy Systems, LLC ("RES") has filed an application with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania and specifically within the service territory of NFGDC.

As you know, in making such an application, RES must furnish acceptable security to each utility where RES will do business. As such, under its tariff, NFGDC could require RES 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 RES intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that, in performing these services, RES will never take title to any delivered natural gas.

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

If you have any questions concerning the foregoing, please contact me at 716-857-7599.

Yours truly,

Nathan E. Barnes  
Transportation Services Department



PEOPLES TWP LLC

205 North Main Street  
Butler, PA 16001

December 18, 2013

Lisa Rybnick  
Resource Energy Systems, LLC  
4 High Ridge Park, #202  
Stamford, CT 06905

Dear Ms. Rybnick:

This letter serves as notification that Peoples TWP LLC does not require Resource Energy Systems, LLC to provide a security or credit enhancement at this time. Our decision is based on the fact that your company is not currently operating, and has no immediate plans to operate, a Non-Priority One Pool or a Priority One Pool on the Peoples TWP system. However, if in the future your company desires to establish a Non-Priority One Pool or a Priority One Pool on the Peoples TWP system, it may be required to establish a security or credit enhancement based on the terms set forth under Paragraphs 19 and 20 of the Rules and Regulations of the Peoples TWP Tariff.

If you have any questions feel free to contact me at 412-208-6528 or by email at [Lynda.W.Petrichevich@peoples-gas.com](mailto:Lynda.W.Petrichevich@peoples-gas.com).

Sincerely,

Lynda W. Petrichevich  
Manager, Rates and Regulatory Affairs  
Peoples TWP LLC

January 2, 2014

Lisa Rybnick  
Resource Energy Systems, LLC  
4 High Ridge Park #202  
Stamford, CT 06905

Dear Resource Energy Systems, LLC:

We are pleased that Resource Energy Systems, LLC ("RES") 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, RES 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. RES has indicated only brokering and consulting services will be provided. Therefore, we have determined at this time that RES 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 RES changes in the future, Columbia Gas might deem it appropriate to require RES to provide a bond or other financial security instrument.

Please feel free to contact me at 614-460-4881 should you have any questions regarding a bond or other financial security instrument requirements of Columbia Gas.

Sincerely,



Debbie Vair  
Team Leader, CHOICE Programs



UGI Utilities, Inc.  
2525 North 12th Street  
Suite 360  
Post Office Box 12677  
Reading, PA 19612-2677  
  
(610) 796-3400 Telephone

January 2, 2014

Richard Plutzer  
Resource Energy Systems, LLC  
4 High Ridge Park  
Stamford, CT 06905

RE: Resource Energy Systems application to serve as a broker/marketer

Dear Mr. Plutzer,

Based on your assertion that Resource Energy Solutions, is applying with the State of Pennsylvania to operate as a natural gas broker/consultant, UGI Utilities Inc. ("UGIU") has concluded that Resource Energy Solutions will not need to post security with UGI-Central Penn Gas ("CPG"), UGI-Penn Natural Gas ("PNG") or UGI Utilities Gas Division ("UGI"). This is based on the declaration that Resource Energy Solutions will not be taking title to gas or directly serving end use customers. This conclusion is also contingent on the requirement that Resource Energy Solutions 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 UGI tariffs. If Resource Energy Solutions wishes to directly serve Choice customers in the service 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 that you may have.

Sincerely,

A handwritten signature in black ink, appearing to read "David E. Lahoff". The signature is written in a cursive style with a large, sweeping flourish at the end.

David E. Lahoff  
Manager, Rates  
UGI Utilities, Inc.

FedEx **NEW Package**  
Express **US Airbill**

FedEx  
Tracking  
Number

8000 4353 2254

0200

FedEx Retrieval Copy

1 From 174114  
Date 1/31/14

Sender's Name Richard Plutzer Phone 201 937-4210

Company Resource Energy

Address 4 High Ridge Park

City Stamford State CT ZIP 06906

2 Your Internal Billing Reference

3 To Recipient's Name James J. McNulty Phone

Company Sevelany Keystone Building

Address 406 North Street  
We cannot deliver to P.O. boxes or P.O. ZIP codes. Dept./Floor/Suite/Room

Address 2nd Fl. Room N201  
Use this line for the HOLD location address or for continuation of your shipping address.

City Harrisburg State PA ZIP 17126



8000 4353 2254

4 Express Package Service \* To meet locations.  
NOTE: Service order has changed. Please select carefully.

Next Business Day

2 or 3 Business Days

06  FedEx First Overnight  
Earliest next business morning delivery to select locations. Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

49  NEW FedEx 2Day A.M.  
Second business morning.\* Saturday Delivery NOT available.

01  FedEx Priority Overnight  
Next business morning.\* Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

03  FedEx 2Day  
Second business morning.\* Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

05  FedEx Standard Overnight  
Next business afternoon.\* Saturday Delivery NOT available.

20  FedEx Express Saver  
Third business morning.\* Saturday Delivery NOT available.

5 Packaging \* Declared value limit \$500.

06  FedEx Envelope\* 02  FedEx Pak\* 03  FedEx Box 04  FedEx Tube 01  Other

6 Special Handling and Delivery Signature Options

03  SATURDAY DELIVERY

No Signature Required Package may be left without obtaining a signature for delivery.  
 Direct Signature Someone at recipient's address may sign for delivery. Fee applies.  
 Indirect Signature If no one is available at recipient's address, someone at a neighboring address may sign for delivery. For residential deliveries only. Fee applies.

Does this shipment contain dangerous goods?

No 04  Yes As per attached Shipper's Declaration  Yes Shipper's Declaration not required 06  Dry Ice  UN 1845  Cargo Aircraft Only  
One box must be checked.  
Dangerous goods (including dry ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box.

7 Payment Bill to:

1  Shipper  Recipient  Third Party  Credit Card  Cash/Check  
Enter FedEx Acct. No. or Credit Card No. below Obtain recip. Acct. No.

Total Packages 1 Total Weight 4 lbs.  Cargo Aircraft Only

\*Our liability is limited to \$100 unless you declare a higher value. See the current FedEx Service Guide for details.

612