

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of EnerNOC, Inc., d/b/a [N/A], for approval to offer, render, furnish, or supply natural gas supply services as a(n) broker to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

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

EnerNOC, Inc.
One Marina Park Drive, Suite 400
Boston, MA 02210

www.enernoc.com
(888) 363-7662

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

CT Corporation System
116 Pine Street, Suite 320
Harrisburg, PA 17101
Telephone: (717) 234-6004
Fax: (717) 234-6024

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

Thomas R. Birmingham
Director of Regulatory Compliance
EnerNOC, Inc.
One Marina Park Drive, Suite 400
Boston, MA 02210
Telephone: (617) 692-2446
Fax: (617) 224-9910
tbirmingham@enernoc.com

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

Matthew J. Cushing
General Counsel, Vice President, and Secretary
EnerNOC, Inc.
One Marina Park Drive, Suite 400
Boston, MA 02210
Telephone: (617) 692-2690
Fax: (617) 224-9910
mcushing@enernoc.com

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

Main Contact:

Customer Support
EnerNOC, Inc.
One Marina Park Drive, Suite 400
Boston, MA 02210
Telephone: (888) 363-7662
Fax: (617) 224-9910
support@enernoc.com

Alternate:

Thomas R. Birmingham
Director of Regulatory Compliance
EnerNOC, Inc.
One Marina Park Drive, Suite 400
Boston, MA 02210
Telephone: (617) 692-2446
Fax: (617) 224-9910
tbirmingham@enernoc.com

2. BUSINESS ENTITY FILINGS AND REGISTRATION

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

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

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

Or

- The Applicant will not be using a fictitious name.

- b. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**

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

- The Applicant is a:

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

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

See Attachment 1.

3. AFFILIATES AND PREDECESSORS

(both in state and out of state)

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

None of EnerNOC's wholly owned subsidiaries are jurisdiction public utilities. Below find a list of wholly owned domestic subsidiaries of EnerNOC, Inc!

<u>U.S. Subsidiaries of EnerNOC, Inc!</u>		
<u>Entity</u>	<u>Jurisdiction of Organization</u>	<u>PA PUC Licensure</u>
<u>Celerity Energy Partners San Diego LLC ;</u>	<u>California</u>	<u>N/A</u>
<u>Cogent Energy, Inc.</u>	<u>California</u>	<u>N/A</u>
<u>World Energy Solutions, Inc!</u>	<u>Massachusetts</u>	<u>Natural Gas Broker: A-2014-2433232 Electricity Broker: A-2009-211-0946</u>
<u>ENOC Securities Corporation</u>	<u>Massachusetts</u>	<u>N/A</u>
<u>Global Energy Partners, Inc!</u>	<u>California</u>	<u>N/A</u>
<u>M2M Communications Corporation</u>	<u>Idaho</u>	<u>N/A</u>

* Celerity Energy Partners San Diego LLC ("Celerity-SD") operates or leases several Network Distributed Resources ("NDR") Facilities located within the California Independent System Operator ("CAISO") market and sells all the electric energy generated by such facilities to San Diego Gas & Electric ("SDG&E") under a long-term agreement through December 31, 2016. Each NDR Facility is an aggregation of standby generators owned by commercial and industrial entities. Such aggregation operates as an integrated unit through Celerity-SD's communications and controls network!

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

EnerNOC, Inc. does not have any predecessors that have done business.

4. OPERATIONS

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

Definitions

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

- The Applicant is presently doing business in Pennsylvania as a
- natural gas interstate pipeline
 - municipality providing service outside its municipal limits
 - local gas distribution company
 - retail supplier of natural gas services in the Commonwealth
 - a natural gas producer

- a broker/marketer engaged in the business of supplying natural gas services
- Other. (Identify the nature of service being rendered)

OR

- The Applicant is not presently doing business in Pennsylvania.

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

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

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

The specific services to be provided under this Natural Gas Supplier License to provide natural gas supply services as a broker will be specific to EnerNOC's natural gas consulting services, which consist of any combination of the following: utility rate review; analysis of consumption patterns; utility bill management; budgeting and forecasting; preparing and executing Requests for Proposals (RFPs) for natural gas supply on behalf of customers; and managing customer relationships with natural gas marketers. EnerNOC will not take title to natural gas and will act solely as a broker and consultant. EnerNOC will offer these natural gas consulting services to commercial, industrial, and institutional customers throughout Pennsylvania.

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

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

e. CUSTOMERS: Applicant proposes to provide services to:

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

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

EnerNOC proposes to actively market within Pennsylvania upon approval of this application.

5. COMPLIANCE

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

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

Except as otherwise disclosed in its public filings, the Applicant has not been a defendant in any material civil proceedings in the past 5 years.

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

Not applicable.

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

<u>Company Name</u>	<u>Name of Regulatory Body</u>	<u>No. of complaints within the last 5 years</u>
<u>EnerNOC, Inc. and Celerity Energy Partners San Diego, LLC</u>	<u>Federal Energy Regulatory Commission's ("FERC")</u>	<u>2012: 2</u>
<u>EnerNOC, Inc.</u>	<u>Texas Reliability Entity ("TRE")</u>	<u>2011: 1</u>
	<u>Public Utility Commission of Texas ("PUC")</u>	<u>2011: 1</u>
<u>World Energy Solutions, Inc.</u>	<u>State of Connecticut Department of Public Utility Control ("CT PUC")</u>	<u>2013: 1</u>

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

As part of the FERC Docket No. IN13-6-000, EnerNOC, Inc. and Celerity Energy Partners San Diego, LLC ("Celerity") were each subject to an investigation by FERC. EnerNOC, Inc.'s investigation addressed unintentional meter data errors associated with a small number of our demand response sites in the ISO-NE market. Celerity's investigation addressed the failure to make two FERC filings in a timely manner in 2010. These investigations by FERC did not have a material adverse effect on our business, financial condition or operations results, and all compliance actions have been fully implemented.

As part of FERC Docket No. NP13-25-000 and ERCOT Investigation #2012100006, EnerNOC was the subject of two investigations by the TRE and the PUCT, respectively. These investigations covered similar issues related to EnerNOC's failure to comply with certain reliability and event dispatch requirements in 2011. These investigations did not have a material adverse effect on our business, financial condition or operations results, and all compliance actions have been fully implemented.

The customer complaint filed with the CT PUC on November 18, 2013 was submitted by a company that alleged World Energy Solutions, Inc. ("World Energy") failed to pay a third party for the company's electricity usage each month. The company was not a party to the contract entered into between World

Energy and its third party. World Energy has fulfilled all of its contractual obligations in regards to payment to its third party vendor. The CT PUC case was closed on November 19, 2013.

6. PROOF OF SERVICE

(Example Certificate of Service is attached at Appendix C)

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

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

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

Office of the Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

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

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

<p>Columbia Gas of PA, Inc. Thomas C. Heckathorn 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.4996 FAX: 614.460.6442 theckathorn@nisource.com</p>	<p>Peoples Gas – Equitable Division Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburg, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com</p>
<p>National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 e-mail: wolfordd@natfuel.com</p>	<p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: carlos.thillet@exeloncorp.com</p>
<p>The Peoples Natural Gas Company Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburg, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com</p>	<p>Philadelphia Gas Works Nicholas LaPergola 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.684.6278 email: nicholas.lapergola@pgworks.com</p>
<p>Peoples TWP LLC (Formerly T. W. Phillips)</p>	<p>UGI</p>

<p>Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburg, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com</p>	<p>David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>
<p>UGI Central Penn David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>	<p>UGI Penn Natural David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>
<p>Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: bobc@ctenterprises.org</p>	

7. FINANCIAL FITNESS

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

EnerNOC does not believe it is necessary for the Commonwealth to require a bond or other security instrument as part of its application to provide natural gas supply services as a broker/marketer for the following reasons:

- (1) EnerNOC's application reflects its request to provide natural gas supply services as a broker/marketer. EnerNOC will not act as a supplier or aggregator of natural gas. EnerNOC will not take title to any commodity on behalf of Pennsylvania customers, thus reducing its potential credit risk.
- (2) EnerNOC maintains a strong financial position as indicated in the enclosed financial reports. See Section 7(b). For example, for the CY ending 12/31/2014, EnerNOC's tangible assets were \$477,676,000 with a tangible net worth of \$145,094,000.
- (3) EnerNOC has a proven track record of credit-worthy performance in Pennsylvania. For example, EnerNOC was granted approval to begin to offer, render, furnish or supply electricity or electric generation services as a broker/marketer to the public within the Commonwealth of Pennsylvania on 12/21/2009, docketed as A-2009-2109812. With acceptance of the PA Commission and in accordance with Public Utility Code, 66 Pa.C.S. § 2809, EnerNOC provided a \$10,000 Letter of Credit in place of the \$250,000 bond requirement. The Letter of Credit (no. SVBSF005819), issued by Silicon Valley Bank on 5/6/09, is renewed annually and letters of renewal are submitted to the PA Commission annually. EnerNOC's license is held in good standing with the PA Commission.

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

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

EnerNOC's 2014 10-K:

<https://www.sec.gov/Archives/edgar/data/1244937/000119312515089688/d845956d10k.htm>

EnerNOC's 2013 10-K:

<https://www.sec.gov/Archives/edgar/data/1244937/000119312514088616/d633894d10k.htm>

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

Not applicable.

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

The payment for services described in 4(c) provided by EnerNOC to its end-use customers is accomplished by either: (1) an adder fee where the supplier of natural gas pays a fee to EnerNOC on a per-unit basis for all throughput sold by the supplier to the end-use customer; or (2) a retainer fee where the end-use customer pays a retainer fee to EnerNOC for all consulting services, including energy procurement advisement.

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

Eric Watt

Vice President of Finance/Corporate Controller

EnerNOC, Inc.

One Marina Park Drive, Suite 400

Boston, MA 02210

Telephone: (617) 692 2512

Fax: (617) 224-9910

Eric.Watt@enernoc.com

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

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

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

8. TECHNICAL FITNESS:

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

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

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

See Attachment 2:

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

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

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

- Yes
- No

If yes, will the Applicant be using verification procedures?

- Yes
- No

If yes, describe the Applicant's verification procedures.

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

EnerNOC is compliant with all jurisdictional requirements, including the FTC's CAN-SPAM Act. EnerNOC also maintains a documented privacy policy, which is available on its website (enernoc.com/privacy).

- e. **OFFICERS:** Identify Applicant's chief officers, and include the professional resumes for any officers directly responsible for operations.

The business address for all below principal Officers and Directors:
EnerNOC, Inc., One Marina Park Drive, Suite 400, Boston, MA 02210

Timothy Healy	CEO
David Brewster	President
Neil Moses	Chief Operating Officer, Chief Financial Officer, and Treasurer
Gregg Dixon	Senior Vice President of Sales & Marketing
Matthew Cushing	General Counsel, Vice President, and Secretary
Jim Baum	Board of Directors
Arthur Coviello	Board of Directors
Richard Dieter	Board of Directors
TJ Glauthier	Board of Directors
Peter Gyenes	Board of Directors
Kirk Arnold	Board of Directors

9. DISCLOSURE STATEMENT:

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

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

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

Not applicable.

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

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

AGREED

- b. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission:

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

AGREED

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

AGREED

- d. **ASSESSMENT:** The Commission does not presently assess Natural Gas Suppliers for the purposes of recovery of regulatory expenses.

ACKNOWLEDGED

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

AGREED

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

AGREED

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

AGREED

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

AGREED

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

PAYMENT ENCLOSED

11. AFFIDAVITS

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

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

12. NEWSPAPER PUBLICATIONS

Notice of filing of this Application must be published in newspapers of general circulation covering each county in which the applicant intends to provide service. Below is a list of newspapers which cover the publication requirements for Natural Gas Suppliers looking to do business in Pennsylvania.

The newspapers in which proof of publication are required is dependent on the service territories the applicant is proposing to serve. The chart below dictates which newspapers are necessary for each NGDC. If the applicant is proposing to serve the entire Commonwealth, please file proof of publication in all seven newspapers.

Please file with the Commission the Certification of Publication, along with a Photostatic copy of the notice to complete the notice requirements.

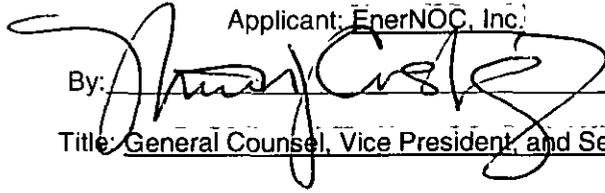
Proof of newspaper publications must be filed with the initial application. Applicants **do not** need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

	Erie Times-News	Harrisburg Patriot-News	Philadelphia Daily News	Pittsburgh Post-Gazette	Scranton Times-Tribune	Williamsport Sun-Gazette	Johnstown Tribune-Democrat
Columbia Gas	X	X		X		X	X
Equitable Gas	X			X			
National Fuel Gas				X			
PECO			X				
Peoples Natural Gas	X			X			X
Peoples TWP LLC				X			
Philadelphia Gas Works			X				
UGI		X	X		X		
UGI Central Penn	X	X	X	X	X	X	X
UGI Penn Natural		X			X	X	
Valley Energy					X	X	
Entire Commonwealth	X	X	X	X	X	X	X

(Example Publications are provided at Appendices F and G)

See Attachment 3.

13. SIGNATURE

Applicant: EnerNOC, Inc.
 By: 
 Title: General Counsel, Vice President, and Secretary

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 SECRETARY'S BUREAU

14. CHECKLIST

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

Applicant: EnerNOC, Inc.

Applicant's Use	✓	Signature	
	✓	Filing Fee	
	✓	Application Affidavit	
	✓	Operations Affidavit	
	✓	Proof of Publication	
	✓	Tax Certification Statement	
	✓	Commonwealth Department of State Verification	
	✓	Certificate of Service	

PUC Secretary's Bureau Use

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of Massachusetts:

: ss.

County of Suffolk :

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

[He/she is the General Counsel, Vice President, and Secretary (Office of Affiant) of EnerNOC, Inc. (Name of Applicant);]

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

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

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

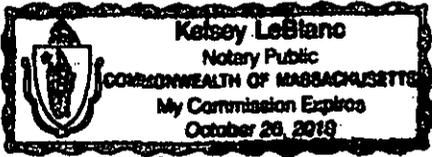
That the Applicant herein EnerNOC, Inc. acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

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

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


Signature of Affiant

Sworn and subscribed before me this 11 day of May, 2015.




Signature of official administering oath

My commission expires October 26, 2018

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Appendix B

OPERATIONS AFFIDAVIT

[Commonwealth/State] of Massachusetts :

: ss.

County of Suffolk :

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

[He/she is the Chief Operating Officer (Office of Affiant) of EnerNOC, Inc.
(Name of Applicant);]

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

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

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

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

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

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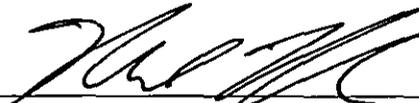
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Appendix B (Continued)

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

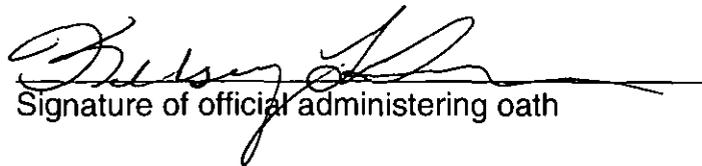
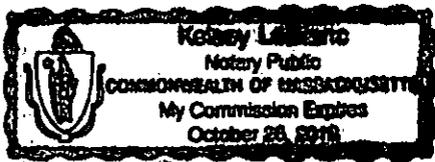
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the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

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



Signature of Affiant

Sworn and subscribed before me this 11 day of May, 2015.



Signature of official administering oath

My commission expires October 26, 2018.

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Attachment 1

EnerNOC's Response to Question 2(b) Business Entity and Department of State Filings

- (a) Please find EnerNOC's Certificate of Good Standing issued by the Commonwealth of Pennsylvania Department of State attached as Attachment 1(a)
- (b) Please find EnerNOC's Delaware Amended and Restated Certificate of Incorporation attached as Attachment 1(b)
- (c) EnerNOC's Principal Officers and Directors:
The business address for all below principal Officers and Directors is EnerNOC, Inc., One Marina Park Drive, Suite 400, Boston, MA 02210

Timothy Healy	CEO
David Brewster	President
Neil Moses	Chief Operating Officer, Chief Financial Officer, and Treasurer
Gregg Dixon	Senior Vice President of Sales & Marketing
Matthew Cushing	General Counsel, Vice President, and Secretary
Jim Baum	Board of Directors
Arthur Coviello	Board of Directors
Richard Dieter	Board of Directors
TJ Glauthier	Board of Directors
Peter Gyenes	Board of Directors
Kirk Arnold	Board of Directors

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Attachment 1(a)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

APRIL 14, 2015

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

EnerNOC, Inc.

is duly qualified as a Foreign Corporation under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT, This Subsistence Certificate shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.

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IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro A. Contes

Acting Secretary of the Commonwealth

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ENERNOC, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MAY, A.D. 2007, AT 9:37 O'CLOCK A.M.

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

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PA PUBLIC UTILITY COMMISSION
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070605034



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5698554

DATE: 05-23-07

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

ENERNOC, INC.

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

EnerNOC, Inc., a Delaware corporation, hereby certifies as follows:

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

SECOND: The name and address of the Corporation's registered agent in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity or carry on any business for which corporations may be organized under the Delaware General Corporation Law or any successor statute.

FOURTH:

A. Designation and Number of Shares.

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 55,000,000 shares, consisting of 50,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock") and 5,000,000 shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

B. Preferred Stock

1. Shares of Preferred Stock may be issued in one or more series at such time or times and for such consideration as the Board of Directors may determine.

2. Authority is hereby expressly granted to the Board of Directors to fix from time to time, by resolution or resolutions providing for the establishment and/or issuance of any series of Preferred Stock, the designation and number of the shares of such series and the powers, preferences and rights of such series, and the qualifications, limitations or restrictions thereof, to the fullest extent such authority may be conferred upon the Board of Directors under the Delaware General Corporation Law.

The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote thereon, without a vote of the holders of the

Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock designation.

C. Common Stock.

The holders of the Common Stock are entitled to one vote for each share held; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Restated Certificate of Incorporation (including any certificate of designation relating to Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon by law or pursuant to this Restated Certificate of Incorporation (including any certificate of designation relating to Preferred Stock).

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Restated Certificate of Incorporation or the Bylaws of the Corporation as in effect from time to time, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

B. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

C. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any action required or permitted to be taken by the stockholders of the Corporation may be effected only at a duly called annual or special meeting of stockholders of the Corporation and not by written consent.

D. Special meetings of the stockholders may only be called by the Board of Directors acting pursuant to a resolution adopted by a majority of the Whole Board. For the purposes of this Restated Certificate of Incorporation, the term "Whole Board" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships.

SIXTH:

A. Subject to the rights of the holders of shares of any series of Preferred Stock then outstanding to elect additional directors under specified circumstances, the number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Whole Board.

B. The directors, other than those who may be elected by the holders of shares of any series of Preferred Stock under specified circumstances, shall be divided into three classes, with the term of office of the first class to expire at the first annual meeting of stockholders following the initial classification of directors, the term of office of the second class to expire at the second annual meeting of stockholders following the initial classification of directors, and the term of office of the third class to expire at the third annual meeting of stockholders following the initial classification of directors. At each annual meeting of stockholders, directors elected to succeed those directors whose terms expire, other than directors elected by the holders of any series of Preferred Stock under specified circumstances, shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election and until their successors are duly elected and qualified. The Board of Directors is authorized to assign members of the Board already in office to such classes as it may determine at the time the classification of the Board of Directors pursuant to this Restated Certificate of Incorporation becomes effective.

C. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall, unless otherwise required by law or by resolution of the Board of Directors, be filled only by a majority vote of the directors then in office even though less than a quorum, or by a sole remaining director, and not by stockholders, and directors so chosen shall serve for a term expiring at the annual meeting of stockholders at which the term of office of the class to which they have been chosen expires or until such director's successor shall have been duly elected and qualified. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

D. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

E. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office at any time only for cause and only by the affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote at an election of the directors, voting together as a single class.

SEVENTH: The Board of Directors is expressly empowered to adopt, amend or repeal Bylaws of the Corporation. Any adoption, amendment or repeal of the Bylaws of the Corporation by the Board of Directors shall require the approval of a majority of the Whole Board. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation; provided, that in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Restated Certificate of Incorporation, the affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required for the stockholders to adopt, amend or repeal any provision of the Bylaws of the Corporation.

EIGHTH:

A. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, or trustee of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "Indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer or trustee or in any other capacity while serving as a director, officer or trustee, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith; provided, however, that, except as provided in Paragraph C of this Article EIGHTH with respect to proceedings to enforce rights to indemnification or as otherwise required by law, the Corporation shall not be required to indemnify or advance expenses to any such Indemnitee in connection with a proceeding (or part thereof) initiated by such Indemnitee unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

B. In addition to the right to indemnification conferred in Paragraph A of this Article EIGHTH, an Indemnitee shall also have the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an Indemnitee in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnitee is not entitled to be indemnified for such expenses under this Paragraph B or otherwise.

C. If a claim under Paragraph A or B of this Article EIGHTH is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnitee shall also be entitled to be paid the expenses of prosecuting or defending such suit. In (i) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation

shall be entitled to recover such expenses upon a final adjudication that, the Indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article EIGHTH or otherwise shall be on the Corporation.

D. The rights to indemnification and to the advancement of expenses conferred in this Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Certificate of Incorporation as amended from time to time, the Corporation's Bylaws, any agreement, any vote of stockholders or disinterested directors or otherwise.

E. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

F. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article EIGHTH with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

G. The rights conferred upon Indemnitees in this Article EIGHTH shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee's heirs, executors and administrators. Any amendment, alteration or repeal of this Article EIGHTH that adversely affects any right of an Indemnitee or its successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to any such amendment, alteration or repeal.

NINTH: No director shall be personally liable to the Corporation or its stockholders for any monetary damages for breaches of fiduciary duty as a director; provided that this provision shall not eliminate or limit the liability of a director, to the extent that such liability is imposed by applicable law, (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 or successor provisions of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting 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 Delaware General Corporation Law, as so amended. All references in this Article NINTH to a director shall also be deemed to refer to any such director acting in his or her capacity as a Continuing Director (as defined in Article ELEVENTH).

TENTH: The Corporation reserves the right to amend or repeal any provision contained in this Restated Certificate of Incorporation in the manner prescribed by the Delaware General Corporation Law and all rights conferred upon stockholders are granted subject to this reservation; provided that in addition to the vote of the holders of any class or series of stock of the Corporation required by law or by this Restated Certificate of Incorporation, the affirmative vote of the holders of shares of voting stock of the Corporation representing at least seventy-five percent (75%) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend, alter or repeal, or adopt any provision inconsistent with, Articles FIFTH, SIXTH, SEVENTH, EIGHTH, NINTH, this Article TENTH and Article ELEVENTH of this Restated Certificate of Incorporation.

ELEVENTH: The Board of Directors is expressly authorized to cause the Corporation to issue rights pursuant to Section 157 of the Delaware General Corporation Law and, in that connection, to enter into any agreements necessary or convenient for such issuance, and to enter into other agreements necessary and convenient to the conduct of the business of the Corporation. Any such agreement may include provisions limiting, in certain circumstances, the ability of the Board of Directors of the Corporation to redeem the securities issued pursuant thereto or to take other action thereunder or in connection therewith unless there is a specified number or percentage of Continuing Directors then in office. Pursuant to Section 141(a) of the Delaware General Corporation Law, the Continuing Directors shall have the power and authority to make all decisions and determinations, and exercise or perform such other acts, that any such agreement provides that such Continuing Directors shall make, exercise or perform. For purposes of this Article ELEVENTH and any such agreement, the term, "Continuing Directors," shall mean (1) those directors who were members of the Board of Directors of the Corporation at the time the Corporation entered into such agreement and any director who subsequently becomes a member of the Board of Directors, if such director's nomination for election to the Board of Directors is recommended or approved by the majority vote of the Continuing Directors then in office or (2) such members of the Board of Directors designated in, or in the manner provided in, such agreement as Continuing Directors.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Restated Certificate of Incorporation of this Corporation, and which has been duly adopted in accordance with Sections 242 and 245 of the Delaware General Corporation Law, has been executed by its duly authorized President this 23rd day of May, 2007.

ENERNOC, INC.

A handwritten signature in black ink, appearing to read "David B. Brewster", written over a horizontal line.

By: David B. Brewster
Its: President, Chief Operating Officer
Treasurer

ACTIVE 4010226v.2

Attachment 2

EnerNOC's Response to Question 8(a) Technical Fitness: Experience, Plan, and Structure

A General Description of EnerNOC's Retail Natural Gas Supply Activities

EnerNOC, Inc. (NASDAQ: ENOC) is a leading provider of energy intelligence software. EnerNOC unlocks the full value of energy management for utility and commercial, institutional, and industrial (C&I) customers by delivering a comprehensive suite of demand-side management services that reduce real-time demand for electricity, increase energy efficiency, improve energy supply transparency in competitive markets, and mitigate emissions. EnerNOC's consulting services to commercial, industrial, and institutional customers include helping them select the most appropriate energy purchasing strategy for their organization. Customers may contract with EnerNOC solely for electricity or natural gas procurement services or for EnerNOC's full suite of energy management services.

The specific services to be provided under this Natural Gas Supply Services - Broker License will be specific to EnerNOC's natural gas consulting services, which consist of any combination of the following: utility rate review; analysis of consumption patterns; utility bill management; budgeting and forecasting; preparing and executing Requests for Proposals (RFPs) for natural gas supply on behalf of customers; and managing customer relationships with natural gas marketers. EnerNOC will not take title to natural gas and will act solely as a retail agent and consultant. EnerNOC may bill customers on a retainer, time and materials, or adder basis depending upon scope of work and customer needs. EnerNOC will offer these natural gas consulting services to commercial, industrial, and institutional customers throughout Pennsylvania.

Summary of EnerNOC's Natural Gas Services Licenses, where applicable

Jurisdiction	License Name	License / Registration No.
Maryland	Maryland Natural Gas Supplier Services (Broker)	Registration IR-2783
Massachusetts	Massachusetts Natural Gas Retail Agent License	License RA-089
New Hampshire	New Hampshire Natural Gas Aggregator	License DM 12-080
New Jersey	New Jersey Energy Agent, Private Aggregator, and Energy Consultant	Registrations PA-0122, EA-0211, EC-0058
Ohio	Ohio Competitive Retail Natural Gas Service (CRNG) Aggregator/Broker	Certificate 12-269G (1), Case 12-2317-GA-AGG
Rhode Island	Rhode Island Gas Marketer Registration	Registration 2379(V2)

EnerNOC's Key Technical Personnel for Energy Supply Consulting Business

Bert Wilson, Regional Director, Energy Services
Baltimore, MD

Mr. Wilson is a Chartered Financial Analyst with over twenty-five years of experience in economic analysis and decision-making, project finance, securities trading, regulatory analysis, and energy

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market contracting and project development. He specializes in risk management, energy contract development and distributed generation applications for energy end users. Since 1998 Mr. Wilson has directed the purchase and sales of \$20.0+ billion of various forms of energy, and has been a principal in electric supply and solar development projects.

Mr. Wilson currently serves as the Director of EnerNOC's U.S. based Energy Supply consulting practice which manages approximately \$3.5 billion in clients' annual energy value. He founded South River Consulting (SRC) in 1998 to provide procurement consulting and risk management services to large commercial and industrial energy users in deregulated electric and gas markets. From inception in 1998 until SRC's acquisition by EnerNOC, Inc. in May 2008 Mr. Wilson was actively involved in *managing all client services, and continued in various roles since. He was a principal in and managed the operations of a startup of a residential electric and natural supplier with a 20,000 customer book from 2010 until its sale in 2013, and is a Director of Chesapeake Renewable Energy, the developer of a 3.3 MW solar facility in Somerset County, MD.*

Prior to founding the energy consulting practice in 1998, Mr. Wilson served in various positions with Constellation Energy Group and its subsidiaries beginning in 1989. He lead the financial development efforts for a newly established district chilled water company in Baltimore, Maryland, developed project finance capability to support energy project financing for Constellation's newly formed Energy Service Company, provided contract structure and pricing for multiple integrated energy projects and proposals offered by Constellation's Energy Service Company and developed its first distributed generation plant.

Prior to Constellation, Mr. Wilson's experience includes four years as a stock trader, securities analyst, and merger & acquisition and valuation specialist at institutional brokerage companies and a regional commercial bank, where he was responsible for developing company and investment valuations based on *business operating plans and cash requirements for use in merger and acquisition proposals. His experience also includes responsibility of an institutional equity-trading desk and investment support for institutional purchase/sale recommendations.*

Education and Affiliations:

Chartered Financial Analyst (CFA), 1991.

University of Baltimore, Baltimore, Maryland. B.S. Degree in Finance, 1984.

Association for Investment Management and Research, Member

Selected Experience:

Baltimore Regional Council Purchasing Committee - Retail electric and gas aggregation and hedging program for 3,500 accounts / 1.6 GWh and 3 BCF annual load

RG Steel Sparrows Point - 150 MW Gas / oil-fired generation dispatch / fuel optimization, purchasing management for 1.2 GWh and 10 BCF annual load.

Solo Cup Company - 11 MW Cogeneration dispatch and fuel procurement & optimization, purchase/sales management 80,000 MWh and 0.5 BCF. Expert Witness Cogeneration contract dispute, Sweetheart Cup (acquired by Solo) v. Trigen.

Northeast Maryland Waste Disposal Authority - Electric sales contract negotiation / price risk management – 50 MW waste-to-energy power plant.

Tucker Davis, Senior Account Manager

Baltimore, MD

Tucker Davis began his energy advisory career in 2006 after a 19 year career in development and management of commercial real estate in Maryland. He became a Senior Account Manager with EnerNOC in May, 2008 and currently manages a \$170 million energy portfolio including electricity, natural gas, and fuel oil. His prior commercial real estate work included the asset management of a \$115 million portfolio of office and retail properties in Maryland, where he was responsible for all aspects of management, leasing, capital improvements and strategic planning. In addition, Mr. Davis was directly responsible for the energy procurement for 16 commercial properties with an annual energy budget of \$3.4 million.

Prior to joining EnerNOC, Mr. Davis was employed for 16 years at Manekin, LLC, a full service commercial real estate company, and was most recently a Vice President in the Property Management department. His primary responsibilities were the management of a portfolio of Class A office buildings in the Baltimore Metropolitan area, an office condominium project in Harford County, and two metropolitan retail centers.

Prior to joining Manekin, Mr. Davis was a Development Associate and General Manager for the Azola Companies, a local real estate development and construction firm. Mr. Davis also spent 6 years in the retail specialty foods business as the owner and operator of The Cheese Shop, with locations in the Village of Cross Keys and Harborplace in Baltimore, MD. Mr. Davis has a BA from Tulane University and an Executive MBA from George Washington University. In addition, Mr. Davis has an RPA certification from the BOMA Institute and is actively involved in the Baltimore BOMA chapter.

Brian M. Perrone, Senior Manager, Portfolio Management

Baltimore, MD

Prior to joining EnerNOC, Mr. Perrone was a Senior Analyst with South River Consulting providing electric and gas market analysis and a trader/analyst with Duke Energy; trading petroleum products in US Gulf and East Coast markets. At Duke, Mr. Perrone managed a combined book of 850,000 physical barrels of Heating Oil, Diesel, Gasoline, and financial hedging instruments. Since 1996 Mr. Perrone has held various positions with large natural gas firms including PG&E Energy and Columbia Energy where he assisted in marketing, pricing and risk management for retail and wholesale Natural Gas units. Since joining EnerNOC, Mr. Perrone has led the Portfolio Management group providing energy market analysis and risk management support for EnerNOC customers. He is a 1994 graduate of Virginia Polytechnic Institute and State University, the same year in which he began his energy career with Apex Oil Company, and received his MBA in finance from Loyola College in 1999.

Mr. Perrone's skill sets have included: wholesale markets, retail markets, risk management, products trading and marketing, storage analysis, portfolio analysis, cost modeling and energy budgeting. His

recent consulting duties have included: Day-ahead electric purchasing, oil purchasing, risk management, natural gas and electric price forecasting and budget modeling.

Amy York – Senior Portfolio Manager

Baltimore, MD

Ms. York has over 15 years of sales, service and operational experience in the Mid-Atlantic and Southeastern US deregulated energy markets. Ms. York has spent the past 6 years at EnerNOC working exclusively with sub-account and load serving entities (LSE) in PJM. She brings understanding and experience in structuring delivery of renewable energy directly into sub-accounts in PJM. Ms. York is proficient in energy supply, procurement and risk management, wholesale and retail markets, cost modeling and energy budgeting.

Prior to joining EnerNOC in 2008, Ms. York held various sales and analyst positions with Duke Energy, Bollinger Energy and Eildon Associates. Preceding her tenure with EnerNOC, she was working with Hess Corporation as a sales analyst. She has experience in managing and selling oil, natural gas and electricity to both large and small commercial, industrial and government end-users. She has a Bachelor's Degree from Elon University in Elon, NC.

Jason M. Hughes, Analyst, Energy Intelligence

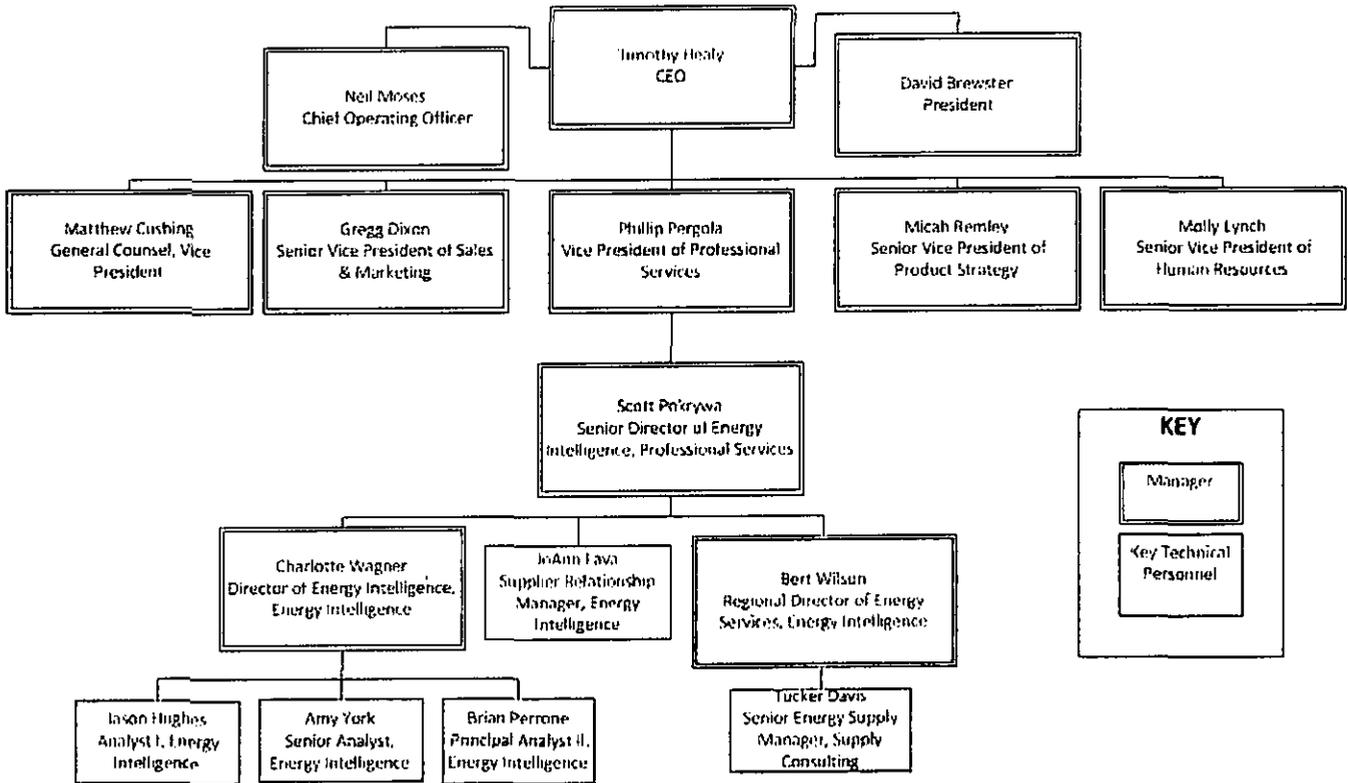
Baltimore, MD

Prior to joining EnerNOC, Mr. Hughes held roles within Trading & Portfolio Management that spanned 11 years from 2001 through 2012 with Constellation Energy focusing primarily upon the Mid-Atlantic and Northeastern wholesale markets. Within the portfolio management role he actively positioned and hedged generation and load portfolios from near-term risks associated with fixed-price energy and sale commitments, provided fixed-price energy commitments to customers and suppliers, reduced exposure to the volatility of market prices and reduced impacts of generation related operational risks. In his role as a trader Mr. Hughes split his time between the physical spot delivery markets for power and prompt-month financial contracts including forward swap agreements, futures contracts and derivative contracts for both natural gas and power. Since joining EnerNOC, Mr. Hughes has contributed to the Supply Consulting Energy Intelligence group providing energy market analysis and risk management support for EnerNOC customers. He is a 2000 graduate of Penn State University – Erie campus having majored in economics. Upon graduation Mr. Hughes started his career in the energy industry as a retail pricing analyst with First Energy Solutions based in Akron, OH.

Mr. Hughes' skill sets have included: wholesale markets, retail markets, risk management, products trading and marketing, storage analysis, portfolio analysis, cost modeling and energy budgeting. His recent consulting duties have included: budget modeling, procurement strategies and publishing commentaries using fundamental market analysis for power and natural gas.

EnerNOC's Key Technical Personnel

Pennsylvania Natural Gas Services (Broker) Application



Attachment 3

EnerNOC's Response to Question 12: Newspaper Publications

Attached please find documents from all seven newspapers in the Commonwealth providing proof of publication of EnerNOC's Legal Notice pursuant to its application to offer, render, or furnish natural gas services as a Broker.

RECEIVED

MAY 12 2015

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

*Application of **EnerNOC, Inc.** For Approval To Offer, Render, or Furnish
Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged In The
Business Of Supplying Natural Gas Supply Services, To The Public In The
Commonwealth Of Pennsylvania.*

EnerNOC, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. **EnerNOC, Inc.** proposes to sell natural gas related services in all Pennsylvania Natural Gas Distribution Company jurisdictions 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 **EnerNOC, Inc.** 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 **EnerNOC, Inc.**'s attorney at the address listed below.

By and through Counsel: Matthew Cushing, General Counsel and Vice
President

EnerNOC, Inc.
One Marina Park Drive, Suite 400
Boston, MA 02210
Phone 617-224-9900
FAX 617-224-9910

RECEIVED

MAY 12 2015

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

ENERNOC INC
MEGHAN HESTER
1414 KEY HIGHWAY, SUITE 200 M BALTIMORE MD 21230

Account # 606466
Order # 81736012
Ad Price: 215.30

LEGAL NOTICE PENNSYLVANI

Gina Krushinski

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

04/22/2015

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

Gina Krushinski

Sworn and subscribed to before me
this 22nd day of April A.D., 2015

Sharon Venturi

(Notary Public)

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Sharon Venturi, Notary Public
City of Scranton, Lackawanna County
My Commission Expires Feb. 12, 2018
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

RECEIVED

MAY 12 2015

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY
COMMISSION NOTICE

Application of EnerNOC, Inc. For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public in The Commonwealth Of Pennsylvania.

EnerNOC, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. EnerNOC, Inc. proposes to sell natural gas related services in all Pennsylvania Natural Gas Distribution Company jurisdictions 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 EnerNOC, Inc. 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 EnerNOC, Inc.'s attorney at the address listed below.

By and through Counsel:
Matthew Cushing,
General Counsel and Vice President
EnerNOC, Inc.
One Marina Park Drive, Suite 400
Boston, MA 02210
Phone 617-224-9900
FAX 617-224-9910

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

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

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

April 23, 2015

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

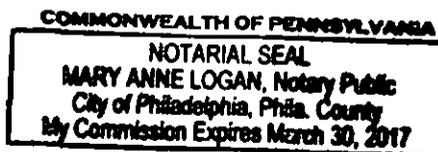


Sworn to and subscribed before me this 23rd day of April, 2015.



Notary Public

My Commission Expires:



Copy of Notice of Publication

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of EnerNOC, Inc. For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public in The Commonwealth Of Pennsylvania.

EnerNOC, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. EnerNOC, Inc. proposes to sell natural gas related services in all Pennsylvania Natural Gas Distribution Company jurisdictions 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 EnerNOC, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3285, Harrisburg, PA 17105-3285. You should send copies of any protest to EnerNOC, Inc.'s attorney at the address listed below.

By and through Counsel: Matthew Cushing, General Counsel and Vice President

EnerNOC, Inc.
One Marina Park Drive, Suite 400
Boston, MA 02210
Phone 617-224-9900
FAX 617-224-9910

RECEIVED

MAY 12 2015

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

The Patriot-News Co.
2020 Technology Pkwy
Suite 300
Mechanicsburg, PA 17050
Inquiries - 717-255-8213

The Patriot-News
Now you know

ENERNOC, INC.
1414 KEY HIGHWAY, SUITE 200 M

BALTIMORE MD 21230

RECEIVED

MAY 12 2015

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

THE PATRIOT NEWS
THE SUNDAY PATRIOT NEWS

Proof of Publication

Under Act No. 587, Approved May 16, 1929
Commonwealth of Pennsylvania, County of Dauphin} ss

Amy Kotula, being duly sworn according to law, deposes and says:

That she is a Staff Accountant of The Patriot News Co., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 2020 Technology Pkwy, Suite 300, in the Township of Hampden, County of Cumberland, State of Pennsylvania, owner and publisher of The Patriot-News and The Sunday Patriot-News newspapers of general circulation, printed and published at 1900 Patriot Drive, in the City, County and State aforesaid; that The Patriot-News and The Sunday Patriot-News were established March 4th, 1854, and September 18th, 1949, respectively, and all have been continuously published ever since;

That the printed notice or publication which is securely attached hereto is exactly as printed and published in their regular daily and/or Sunday/ Community Weekly editions which appeared on the date(s) indicated below. That neither she nor said Company is interested in the subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the time, place and character of publication are true; and

That she has personal knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on behalf of The Patriot-News Co. aforesaid by virtue and pursuant to a resolution unanimously passed and adopted severally by the stockholders and board of directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in and for said County of Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

This ad # 0002334014 ran on the dates shown below:

April 23, 2015

Amy Kotula

Sworn to and subscribed before me this 24 day of April, 2015 A.D.

Sheryl Marie Leggere
Notary Public

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Sheryl Marie Leggere, Notary Public
Hampden Twp., Cumberland County
My Commission Expires July 16, 2018
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE
Application of EnerNOC, Inc. For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services. To The Public In The Commonwealth Of Pennsylvania.
EnerNOC, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. EnerNOC, Inc. proposes to sell natural gas related services in all Pennsylvania Natural Gas Distribution Company jurisdictions 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 EnerNOC, Inc. 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 EnerNOC, Inc.'s attorney at the address listed below.
By and through Counsel:
Matthew Cushino, General Counsel

and Vice President
EnerNOC, Inc.
One Marina Park Drive, Suite 400
Boston, MA 02210
Phone 617-224-9900
FAX 617-224-9910

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

EnerNOC Inc
1414 Key Highway Suite 200 M
Baltimore MD 21230

REFERENCE: 84585 132214
PUC Notice

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

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

PUBLISHED ON: 04/23/15

TOTAL COST: \$409.00 AD SPACE: 0 Lines

FILED ON: 04/23/15

RECEIVED

MAY 12 2015

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PENNSYLVANIA PUBLIC UTILITY COMMISSION
NOTICE

Application of *EnerNOC, Inc.* For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

EnerNOC, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. EnerNOC, Inc. proposes to sell natural gas related services in all Pennsylvania Natural Gas Distribution Company jurisdictions 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 EnerNOC, Inc. 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 EnerNOC, Inc.'s attorney at the address listed below.

By and through Counsel:
Matthew Cushing, General Counsel and Vice President

EnerNOC, Inc.
One Marina Park Drive, Suite 400
Boston, MA 02210
Phone 617-224-9900
FAX 617-224-9910

adno-132214

Sworn to and subscribed before me this 23rd day of April 2015

Affiant: Debra McGraw

NOTARY: Barbara J. Moore

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal
Barbara J. Moore, Notary Public
City of Erie, Erie County
My Commission Expires March 23, 2016
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

**PENNSYLVANIA PUBLIC UTILITY COMMISSION
 NOTICE**
Application of EnerNOC, Inc. For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.
 EnerNOC, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. EnerNOC, Inc. proposes to sell natural gas related services in all Pennsylvania Natural Gas Distribution Company jurisdictions 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 EnerNOC, Inc. 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 EnerNOC, Inc.'s attorney at the address listed below.
 By and through Counsel:
 Matthew Cushing, General Counsel and Vice President
 EnerNOC, Inc.
 One Marina Park Drive, Suite 400
 Boston, MA 02210
 Phone 617-224-9900
 FAX 617-224-9910

published
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On this 23rd day of April A.D. 2015, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Classified Advertising Manager of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863.

City of Cambria, and Commonwealth of Pennsylvania and the matter published in said publication in the regular issues on April 23, 2015; and that the Affiant is not interested in that all of the allegations as to time, place and character

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this 23rd day of April, 2015.

Vivian Ohs

60 Lines @	\$2.50 per line	150.00
0.00 Inches @	\$25.00 per inch	0.00
Notary Fee		5.00
Clerical Fee		2.50
Total Cost		157.50

COMMONWEALTH OF PENNSYLVANIA
 Notarial Seal
 Vivian Ohs, Notary Public
 City of Johnstown, Cambria County
 My Commission Expires Dec. 6, 2016
 MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

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

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

 (Name of Newspaper)

By _____

RECEIVED

MAY 12 2015

PA PUBLIC UTILITY COMMISSION
 SECRETARY'S BUREAU

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

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING

SS:

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

April 23, 2015

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE

Affiant fur
to verify th
of publicat

Application of EnerNOC, Inc. For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth, Of Pennsylvania.

an officer daily authorized by the Sun-Gazette Company, publisher of the Williamsport Sun-Gazette, under oath and also declares that affiant is not interested in the subject matter of the aforesaid notice and that the statements in the foregoing statement as to time, place and character of publication are true.

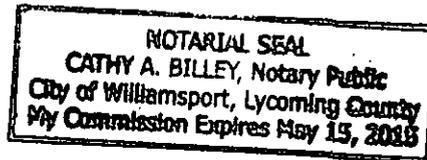
Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 27th day of April 2015

Cathy A. Billey
Notary Public



EnerNOC, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. EnerNOC, Inc. proposes to sell natural gas related services in all Pennsylvania Natural Gas Distribution Company jurisdictions 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 EnerNOC, Inc. 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 EnerNOC, Inc.'s attorney at the address listed below.

By and through Counsel:
Matthew Cushing,
General Counsel and
Vice President
EnerNOC, Inc.
One Marina Park Drive,
Suite 400
Boston, MA 02210
Phone 617-224-9900
FAX 617-224-9910

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:
For publishing the notice attached
hereto on the above state dates.....\$ 248.32
Probated same.....\$
Total.....\$ 248.32

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN
and certifies that the same have been fully paid.

ANY hereby acknowledges receipt of the aforesaid advertising and publication costs

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

RECEIVED

MAY 12 2015

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Proof of Publication of Notice in Pittsburgh Post-Gazette

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

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

22 of April, 2015

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

H. Java
PG Publishing Company
Sworn to and subscribed before me this day of:
April 22, 2015

Linda M. Gaertner
COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Linda M. Gaertner, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Jan. 31, 2019
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

RECEIVED

MAY 12 2015

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

STATEMENT OF ADVERTISING COSTS

EnerNOC, Inc.
1414 KEY HWY STE 200M
ATTN: MEGHAN HESTER
BALTIMORE MD 21230-5189

To PG Publishing Company

Total ----- \$420.00

Publisher's Receipt for Advertising Costs

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

Office
34 Boulevard of the Allies
PITTSBURGH, PA 15222
Phone 412-263-1338

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

By Samuel J. Arbutina
Samuel J. Arbutina

**COPY OF NOTICE
OR PUBLICATION**

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION NOTICE
Application of EnerNOC, Inc. For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public in The Commonwealth Of Pennsylvania.

EnerNOC, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. EnerNOC, Inc. proposes to sell natural gas related services in all Pennsylvania Natural Gas Distribution Company jurisdictions under the provisions of the new Natural Gas Choice and Competition Act.

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By and through Counsel:
Matthew Cushing, General Counsel and Vice President
EnerNOC, Inc.
One Marina Park Drive,
Suite 400
Boston, MA 02210
Phone 617-224-9900
FAX 617-224-9910

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

CERTIFICATE OF SERVICE

On this the ____ day of May 2015, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as a Natural Gas Supplier and all attachments have been served, as either a hardcopy or a searchable PDF version on a cd-rom, upon the following:

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

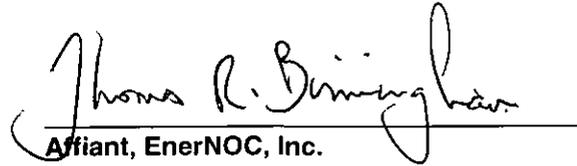
Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

Office of the Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

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

<p>Columbia Gas of PA, Inc. Thomas C. Heckathorn 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.4996 FAX: 614.460.6442 theckathorn@nisource.com</p>	<p>Equitable Gas Company Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburg, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com</p>
<p>National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 e-mail: wolfordd@natfuel.com</p>	<p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: carlos.thillet@exeloncorp.com</p>
<p>The Peoples Natural Gas Company Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburg, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com</p>	<p>Philadelphia Gas Works Nicholas LaPergola 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.684.6278 email: nicholas.lapergola@pgworks.com</p>
<p>Peoples TWP LLC (Formerly T. W. Phillips) Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburg, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com</p>	<p>UGI David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>
<p>UGI Central Penn David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677</p>	<p>UGI Penn Natural David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677</p>

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Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: bobc@ctenterprises.org	


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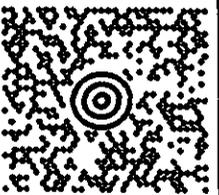
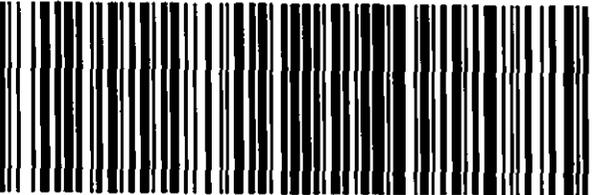
UPS CampusShip: View/Print Label

1. **Ensure there are no other shipping or tracking labels attached to your package.** Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.
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