

**CONSERVATION SERVICE PROVIDER (“CSP”) APPLICATION
FOR REGISTRATION IN THE COMMONWEALTH OF PENNSYLVANIA**

Conservation Service Providers (“CSPs”) have a specific role under Act 129, which requires a covered Electric Distribution Company’s Energy Efficiency and Conservation (EE&C) plan to include one or more CSPs to implement at least a portion of the EE&C Plan. 66 Pa.C.S. § 2806.1(b)(1)(i)(E). CSPs provide information and technical assistance to EDCs on *measures* that enable a person to increase energy efficiency or reduce energy consumption. CSPs must have no direct or indirect ownership, partnership or other affiliated interest with an EDC. 66 Pa.C.S. § 2806.1 (m). Only registered CSPs may advise an EDC and/or provide consultation, design, or administration or management services to an EDC related to the implementation of the EDC’s EE&C Plan. As such, registration of business entities as approved CSPs is required before entering into a contractual agreement with an EDC exclusively for the provision of consultation, design, administration, management or advisory services regarding that EDC’s EE&C plan. This registry is not intended as a resource for business, whose sole purpose is the installation of measures, supplying of equipment or other contracting work for use by the general public and EDC customers. If providing such services, registration as a CSP is not required for entering into an agreement with an EDC.

Any CSP subcontractor with an annual contract cost that equals or exceeds 10% of the CSP annual contract cost and is directly performing services pursuant to a contract with a CSP which has contracted with an EDC after Commission approval should also register as a CSP. This does not include third party contractors which participate in or support an EE&C Plan but are not directly contracted with a CSP which has a direct contractual relationship with the EDC subject to Act 129.

To qualify an applicant must have at least two years of experience in providing program consultation, design, administration, management or advisory services related to energy efficiency and conservation services. CSP registration is not required of entities that limit their services to the installation of energy efficiency measures or the provision of equipment or materials to EDC customers or the public in general.

1. IDENTITY OF THE APPLICANT

- a. Legal Name of Applicant: **Comverge, Inc.**

Attach proof of compliance with appropriate Pennsylvania Department of State filing requirements.¹

See **Attachment A**

- b. Trade or Commercial or Fictitious Names Used by Applicant (d/b/a)—List all that apply.

None

¹ A copy of any document from the Pennsylvania Department of State (Pa. Dept. of State) documenting the Applicant’s Pa. Dept. of State entity number is adequate. However, the document must indicate that the Applicant’s Pa. Dept. of State registration is “active.” Certified copies of Pa. Dept. of State documents are not required.

The Applicant will be using a fictitious name or doing business as (“d/b/a”). Identify names below. If more space is needed, list names on the back of this page or append list to completed application.

The Applicant will not be using a fictitious name.

c. Applicant Address:

Comverge, Inc.
5390 Triangle Parkway, Suite 300
Norcross, GA 30092

d. Applicant Telephone No:

888-565-5525

e. Applicant Email Address:

flacey@comverge.com

f. Contact Information for Applicant. PLEASE NOTE: Upon approval of this application, this Contact Information will be listed on the Commission’s CSP Registry.

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

g. Predecessor(s) & Other Names used by Applicant for past five (5) years of date of this application. Provide Name(s), Address(es) and Telephone No.(s).

- Check Box if any Predecessor(s) is currently or was previously registered in Pennsylvania as a CSP. If affirmative, please provide Docket No(s). (A-[Year]-[Seven (7) Digits]) and names for all registered CSPs.

h. Parent & Subsidiary Companies & Affiliates:

- Parent Name and Contact Information. Provide name and contact information for parent company. Check Box if any parent company is currently doing business in Pennsylvania as a CSP or Electric Distribution Company (EDC). If "None," do not check the box and answer "None" below.

NONE

- Subsidiaries and Contact Information. Provide name and contact information for all subsidiary companies. Check Box if any subsidiary is currently doing business in Pennsylvania as a CSP or Electric Distribution Company (EDC). If "None," do not check the box and answer "None" below.

NONE

- Affiliate(s) and Contact Information. Provide name and contact information for all affiliate companies. Check Box if any affiliate is currently doing business in Pennsylvania as a CSP or Electric Distribution Company (EDC). If "None," do not check the box and answer "None" below.

NONE

i. Contracts & Business Partnerships:

- Check Box if Applicant intends to or has operated under contract with or has partnered with an EDC within the past five (5) years. If "None," do not check the box and answer "None" below.
- Check Box if Applicant intends to or has operated under contract (subcontractor) with or has partnered with a CSP within the past five (5) years. If "None," do not check the box and answer "None" below.

If any box above is checked, please provide name(s) of EDC(s) and CSP(s) and contact information for each and briefly describe the nature of business services associated with each contract and/or partnership.

Comverge has operated under contract with PECO, PPL and Duquesne Light. For each of these utilities, Comverge has provided demand response serves. Specifically, Comverge has implemented residential demand response programs under Act 129 contracts that were implemented in Phase I.

- j. Identify principal officers (owners, executives, partners and/or directors), as appropriate for Applicant's organizational structure. Provide an organizational chart and the names, titles, business addresses and telephone numbers for each office.

See **Attachment B**

- k. Attach to this Application a brief biography or single page professional resume for all principal officers and management directly responsible for Applicant's operations.

See **Attachment C**

- l. Provide Applicant's Employer Identification No. (EIN): **22-3543611**

2. **REGISTERED AGENT**

- a. If the Applicant does not maintain a principal office in the Commonwealth, the Applicant is required by the Pennsylvania Department of State to designate an approved Registered Agent as its representative in the Commonwealth. Check one of the Boxes below, as applicable:

YES, the Applicant has registered its business with the Pennsylvania Department of State. Following is the Name and Contact information for the Applicant's Department-Approved Registered Agent.

**Corporation Services Company
2595 Interstate Drive, Suite 103
Harrisburg, PA 17110
(717) 526-4330**

- NO, the Applicant has not registered its business with the Pennsylvania Department of State. STOP—To avoid denial of your application and forfeiture of your application fee, you should contact the Pennsylvania Department of State Bureau of Corporations to register as a business entity within the Commonwealth PRIOR TO completion and filing of this application with the Pennsylvania Public Utility Commission.

- b. Applicant has registered its business with the Pennsylvania Department of State. Please check appropriate registration type for Applicant as designated with the Department.

- Sole proprietor (15 Pa. C.S. §4124)
 Domestic corporation (none)
 Domestic general partnership (15 Pa. C.S. §4124)
 Domestic limited liability company (15 Pa. C.S. §8913)

- Domestic limited liability partnership (15 Pa. C.S. §8201)
- Foreign corporation (15 Pa. C.S. §4124)
- Foreign general or limited partnership (15 Pa. C.S. §4124)
- Foreign limited liability company (15 Pa. C.S. §8981)
- Foreign limited liability general partnership (15 Pa. C.S. §8211)
- Foreign limited liability limited partnership (15 Pa. C.S. §8211)

c. If Applicant is not domiciled in the Commonwealth of Pennsylvania and is registered as a “foreign” entity as identified in Question 2.b., please identify all other states where applicant is registered and name the appropriate state department(s):

Arizona – Arizona Corporation Commission
Arkansas – Arkansas Secretary of State
California – California Secretary of State
Colorado – Colorado Secretary of State
Connecticut – Connecticut Secretary of State
Delaware – State of Delaware Division of Corporations
Florida – Florida Department of State
Georgia – Georgia Secretary of State
Illinois – Illinois Secretary of State
Kentucky – Kentucky Secretary of State
Maryland – Maryland Department of Assessments and Taxation
Minnesota – Minnesota Secretary of State
Nevada – Nevada Secretary of State
New Jersey – New Jersey Department of State
New Mexico – New Mexico Secretary of State
North Carolina – North Carolina Department of the Secretary of State
Ohio – Ohio Secretary of State
Pennsylvania – Pennsylvania Department of State
Texas – Texas Secretary of State
Utah – Utah Secretary of State
Virginia – Commonwealth of Virginia State Corporation Commission
Washington – Washington Secretary of State

3. **APPLICANT'S OPERATIONS**

Respond to each of the following four questions relating to Applicant's operations and its technical and financial fitness. Respond to each item and attach any additional information and/or statements to this Application as appropriate.

a. Describe nature of business:

Comverge works with EDCs across the country to run residential and small C&I demand response (curtailment) services. We also work through the PJM Emergency Load Response Program (ELRP) and other Demand Response (DR) Programs to bring lower costs and grid reliability to Pennsylvania rate payers.

b. Current status of business (check one):

- Applicant is presently doing business in Pennsylvania
 Applicant is presently not doing business in Pennsylvania

c. The Applicant proposes to provide the following information and technical services to an EDC. Check all services that apply and identify all EDCs with whom Applicant intends to conduct business.

d.

- | | |
|--|--|
| <input checked="" type="checkbox"/> Consultation | EDCs: |
| <input checked="" type="checkbox"/> Design | It is Comverge's intent to contract with all of the EDCs |
| <input checked="" type="checkbox"/> Administration | offering residential demand response programs under Phase |
| <input checked="" type="checkbox"/> Management | III of Act 129. It is not clear or in any way certain that |
| <input checked="" type="checkbox"/> Advisory | Comverge will achieve its goal in this regard. Providing |
| | residential demand response and related services is |
| | Comverge's core competency. |

d. Attach to this Application a copy of any certification(s) or similar documentation that would demonstrate the technical fitness of Applicant, such as membership in trade associations, professional licenses, technical certifications, and/or names of current or past clients with a description of dates and types of services provided by Applicant.

e. Attach to this Application proof of current liability insurance coverage.

See **ATTACHMENT D**

4. **COMPLIANCE**

Respond to each of the following Questions. Provide a statement as to the resolution or present status of any such proceedings, if applicable.

- a. In the past three years has the Applicant, the parent company, an affiliate or predecessor or partner (contractor/subcontractor business relationship) of the Applicant, or any person identified by the Applicant in this Application, been investigated or convicted of a crime involving fraud, theft, larceny, deceit, violation of consumer protection law, violation of deceptive trade law or similar activity, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent?

No

Yes. Provide explanation:

- b. Is the Applicant, the parent company, an affiliate, or a predecessor of either, currently delinquent with any state or federal taxing authority?

No

Yes. Provide explanation:

- c. Identify all bankruptcy or liquidation proceedings for the prior three years. If none, state "None" below.

None

- d. Identify all customer complaints filed with a regulatory or prosecutor agency for the prior three years of the date of this application. In none, state "None" below.

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

5. **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.

Signature of Principal Official: Frank Lacey

Official's Name & Title : Frank Lacey, Vice President, Regulatory and Market Strategy
(Please Print)

Date : 7-2-15

APPENDIX A - AFFIDAVIT

Commonwealth of Pennsylvania :
: SS.
County of CHESTER :

Frank Lacey, Affiant, being duly sworn according to law, deposes and says that:

He is the Vice President, Regulatory and Market Strategy of Comverge, Inc.;

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

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

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

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

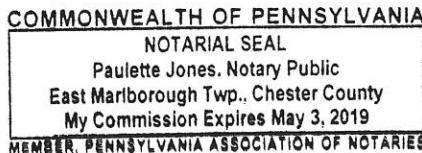
That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.

Frank Lacey
Signature of Affiant

Sworn and subscribed before me this 2nd day of July, 2015.

Paulette Jones
Signature of official administering oath

My commission expires: May 3, 2019.



ATTACHMENT A

(Proof of Compliance in Pennsylvania)

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

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

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

Corporation Service Company
063535-005 KCI

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

Commonwealth of Pennsylvania
CERTIFICATE OF AUTHORITY 3 Page(s)

Fee: \$250



T0919447015

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

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

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

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

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

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

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

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

2009 JUL 10 PM 4:19

PA DEPT OF STATE

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

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

7. Check one of the following:

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

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

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof this 7th day of July, 2009.

COMVERGE, INC.

Name of Corporation

Matthew H. Smith

Signature

Matthew H. Smith, Secretary

Title

Corporations[Online Services](#) | [Corporations](#) | [Forms](#) | [Contact Corporations](#) | [Business Services](#)

- Search
- By Business Name
- By Business Entity ID
- Verify
- Verify Certification
- Online Orders
- Register for Online Orders
- Order Subsistence Certificate
- Order Certified Documents
- Order Business List
- My Images
- Search for Images

Search Type: **Starting With**

Search Criteria: converge

Search Date: **6/27/2015**

Search Time: 14:38

Click on the Business Entity Name or Entity Number to view more information.

Business Entity Name	Entity Number	Type	Status	Entity Creation Date
COMVERGE, INC.	3892937	Business Corporation	Active	7/10/2009

Records Revealed 1 to 1 Only

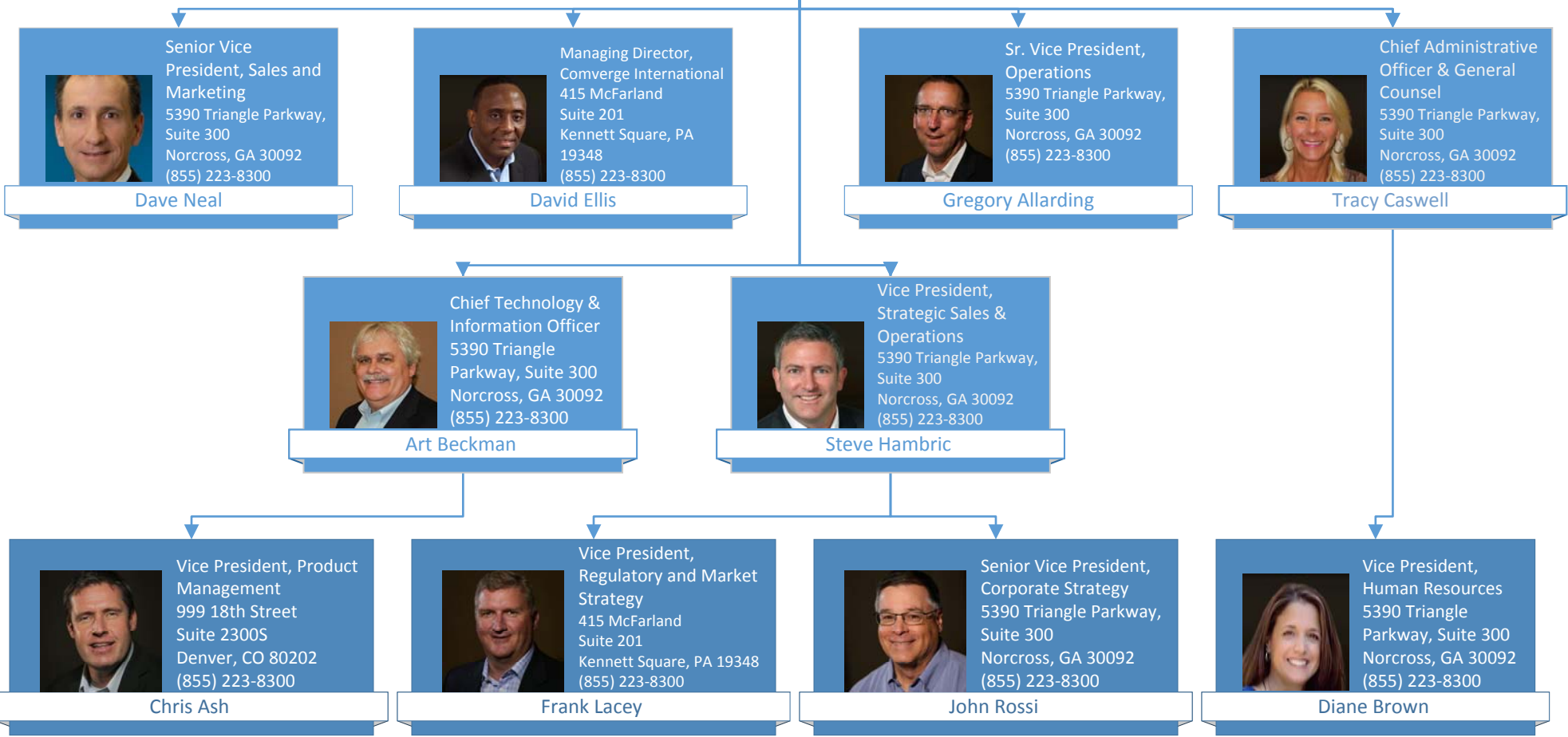
ATTACHMENT B
(Principal Officers Organizational Chart)

Comverge, Inc. Executive Management



President & CEO
5390 Triangle Parkway,
Suite 300
Norcross, GA 30092
(855) 223-8300

Gregory Dukat



ATTACHMENT C
(Principal Officers' Biographies)



Gregory J. Dukat

Chairman, President, and Chief Executive Officer

Gregory J. Dukat possesses more than a decade of experience serving as the chief executive for both publicly-traded and private equity-sponsored technology and enterprise software companies. Throughout his career, Mr. Dukat has accelerated growth in numerous organizations by navigating growth into new markets, driving product strategy, leading mergers and acquisitions, propelling effective sales and marketing strategies and cultivating domestic and international partnerships.

Prior to Comverge, Mr. Dukat served as Chairman and CEO of Campus Management Corp., a provider of software solutions to over 1,300 higher education institutions in 35 countries. At Campus Management, Mr. Dukat accelerated revenue and earnings growth by focusing the strategic direction of the company, improving the sales and marketing effort and creating a culture of employee empowerment. Prior to Campus Management, Mr. Dukat served as CEO at StarCite, a global leader in Web-based solutions for strategic event management. At StarCite he oversaw operations, strategic planning and development of new revenue models. Prior to StarCite, he served as CEO for Indus International (Ventyx), an energy software company, where he increased market capitalization and license revenues, integrated four acquisitions and completed the successful sale of the company. Mr. Dukat began his enterprise software career at JD Edwards, where he took on roles of increasing responsibility and ultimately ran a several hundred million dollar division.

Mr. Dukat holds a Bachelor of Science degree in Business Administration from the State University of New York College at Buffalo.



Dave Neal

Senior Vice President, Sales and Marketing

Mr. Neal has more than 25 years of experience leading high-performance sales and marketing teams in the enterprise solutions industry with more than a decade focused on the utility industry. Most recently, Dave was the senior vice president, North America sales and operations at Space-Time Insight, a provider of solutions that help companies in asset-intensive industries, such as electric utilities, make faster, more-informed decisions. Previously, Dave was senior vice president sales, Americas at Ventyx, an ABB Company, a software company with asset and customer management solutions serving the utility industry. He also spent 15 years at JD Edwards, now a part of Oracle's Enterprise Resource Planning software line, where he served as general manager, Western area



David Ellis

Managing Director, Comverge International

David Ellis offers over twenty years of experience in energy and energy infrastructure management. He has been with Comverge since its 2007 acquisition of predecessor company Enerwise Global Technologies where he was part of the executive management team in his role as Senior Vice President of Business Development. David currently leads expansion into international markets for Comverge working with governmental, regulatory, and utility interests around the world.

In addition to his role at Comverge, he is President of wholly owned subsidiary Clean Power Markets which develops and administers renewable portfolio standards in US compliance markets.

David has a very diverse background in regulatory and public policy, energy management, power engineering, software & hardware technology development, and information technology systems associated with the energy service industry. As former Vice President of Technology, he was responsible for the development and oversight of the patented Enerwise Energy Manager and Virtual Energy Manager Internet based software platforms and related power metering technologies.

David holds a Master's degree in Business Administration (MBA) from Eastern College and a Bachelor of Science degree in Electrical Engineering Technology from Pennsylvania State University.



Greg Allarding

Senior Vice President, Operations

As the Senior Vice President, Operations at Comverge, Greg is responsible for our Utility Program Operations, IT, Network Operations Center, Supply Chain, and Call Center Operations. Prior to joining Comverge in August, 2010, Greg was an Accenture executive with over 16 years of experience in the utilities industry managing complex system implementations; leading high performance teams focused on process improvement; implementation and operations methodology; and managing people and process to deliver operational results and excellence in delivery.



Tracy Caswell

Chief Administrative Officer and General Counsel

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

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

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



Art Beckman

Chief Technology and Information Officer

At Comverge, Mr. Beckman is responsible for product strategy and driving innovation across Comverge's demand response, energy efficiency and customer engagement solutions, as well as managing the company's information technology (IT) operations.

Prior to joining Comverge, Mr. Beckman was the Program Director of the HP Software Innovation Program, where ideas were born and incubated to support solutions for cloud computing, IT energy management, business intelligence and long-term project strategies. He was also responsible for spearheading the Management of Change framework to support the HP Software Operating Model Transformation and HP Marketing Process Transformation. Before joining HP, Mr. Beckman was with Indus International, a software company with asset and customer management solutions serving the utility industry, where he was responsible for product development, the technology roadmap, customer support, and IT. Prior to Indus, he spent 15 years at PG&E, managing various technology areas and development teams in support of creating PG&E's distributed computing environment and developing applications in support of construction, materials management, and payables functions.

Mr. Beckman is a graduate of the University of California at Berkeley with a Bachelor of Sciences degree in Computer Science. He is also a graduate of the Program for Management Development at Harvard University. He has been a board member of innovation and technology groups including Intel Corporation's Corporate Advisory Board and the Nuclear Leadership Council.



Steve Hambric

Vice President, Strategic Sales and Operations

Steve Hambric possesses 16 years of experience delivering services and solutions to the utilities industry. He is passionate about deploying innovative technology to manage demand and deliver more reliable, affordable, and clean energy. In that spirit, Steve drives corporate strategy, including Comverge's demand response, energy efficiency, and customer engagement solutions, regulatory and market development, technical sales, and sales operations.

Prior to Comverge, Steve worked at Opower where he designed and sold behavioral energy efficiency and customer engagement programs to North American and European utilities. At Sapient, Steve was a leader in the energy and utilities practice, developing innovative business strategies and operational plans for the industry. Prior to Sapient, Steve worked at McKinsey & Company, providing strategic consulting services for Fortune 500 energy companies.

Steve holds a Bachelor of Science in Mechanical Engineering and a Master of Science in Management and Information Systems, both from the University of Virginia. He also holds a Master of Business Administration from INSEAD in Fontainebleau, France.



Chris Ash

Vice President, Product Management

As Vice President, Product Management with Comverge, Chris is responsible for market analysis and product portfolio management that drive our Product Roadmap to create comprehensive hardware and software solutions. He has over 17 years of experience successfully delivering engagements across all project phases, including planning, regulatory filing support, enterprise architecture, vendor selection, systems implementation, and integration of transmission and distribution information systems to electric, gas, and water utilities. Chris's extensive experience with utilities across North America and internationally has deepened his expertise in Demand Response (DR), Smart Metering, Meter Data Management, Outage Management, Customer Information and Billing, Mobile Workforce Management, Meter Data Collection, Load Research, Asset Management, Revenue Protection, Distribution System Planning, Geographic Information Systems, End Point Installation, and Customer Self Service Portals. Chris has held leadership roles in numerous successful System Integration projects, including that of Lead Architect on a \$300m AMI, MDMS, and DR project.

Chris is a member of AMRA/Utilimetrics and the AMI/MDM Working Group. He holds a Bachelor of Information Technology degree from the University of Queensland (Brisbane, Australia).



Frank Lacey

Vice President, Regulatory and Market Strategy

Frank Lacey joined Comverge in June of 2011. He is charged with managing Comverge's government and regulatory initiatives across North America, driving energy regulatory policies that adopt demand response and related products and services. He is also a member of the company's Executive Council and has strategic planning responsibilities for Comverge's C&I business unit.

Prior to joining Comverge, Frank spent ten years forging energy policy in the competitive electricity and gas markets. Most recently, he was with Direct Energy where he spent time in the regulatory group and led the complex Transactions Team for Direct Energy Business. Frank also led Strategic Energy's Government and Regulatory Affairs group, managing a team of 14 who were responsible for monitoring and influencing legislative and regulatory developments across the deregulated states, ISOs, and at the Federal Energy Regulatory Commission. In addition, Frank served on the ERCOT Board of Directors from 2002 to 2003, and currently serves on the Board of Directors of the Association for Demand Response and Smart Grid and the Advanced Energy Management Alliance.

Prior to his work in the retail energy business, Frank spent seven years consulting with companies on emerging energy market restructuring issues. His accomplishments in this role include the development of independent transmission entities, the valuation of generation assets, and the valuation of environmental assets and emissions credits.

Frank received his MBA with concentrations in finance and environmental management from the Tepper School of Business at Carnegie Mellon University and his Bachelor of Science degree from the University of Maryland. He is married and has three children and is active in his local community, regularly coaching youth sports programs and devoting time to a charitable organization.



John Rossi

Senior Vice President, Corporate Strategy

John is a co-founder of Comverge and he has held a variety of senior management positions within the company, including heading Engineering and Business Development. This varied background in the technology and business aspects of demand response contribute to his current role as leading Corporate Strategy. His current responsibilities including developing strategies for bringing new solutions to our customers and using partnerships and innovative business models to better serve our customers.

Prior to joining Comverge, John spent 25 years at Bell Laboratories, the research and development arm of AT&T and Lucent Technologies. At Bell Labs, John held a number of engineering and management positions with a focus on signal processing, high speed communications, and utility solutions. He holds over a dozen patents on utility-related technologies. John received B.S. and M.S. degrees in Electrical Engineering from the University of Detroit.



Diane Brown

Vice President, Human Resources

Diane Brown came to Comverge from Equifax, where she was the HR Business Partner supporting the Personal Solutions and Finance divisions of the organization. Diane brings more than 20 years of human resource management experience, including extensive work with international operations and a deep background in the technology sector. Diane holds a Bachelor of Science in Business Administration from Western Connecticut State University.

ATTACHMENT D
(Proof of Current Liability Insurance Coverage)

**CERTIFICATE OF LIABILITY INSURANCE**DATE (MM/DD/YYYY)
6/30/2015

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Commercial Lines - (813) 639-3000 Wells Fargo Insurance Services USA, Inc. 2502 N. Rocky Point Drive, Suite 400 Tampa, FL 33607	CONTACT NAME: Kris Thompson PHONE (A/C, No, Ext): 813-639-3058 E-MAIL ADDRESS: kris.thompson@wellsfargo.com	FAX (A/C, No): 813-639-7196													
	<table border="1"> <thead> <tr> <th>INSURER(S) AFFORDING COVERAGE</th> <th>NAIC #</th> </tr> </thead> <tbody> <tr> <td>INSURER A: Liberty Mutual Fire Insurance Co</td> <td>23035</td> </tr> <tr> <td>INSURER B: Liberty Insurance Corporation</td> <td>42404</td> </tr> <tr> <td>INSURER C: First Liberty Insurance Corporation</td> <td>33588</td> </tr> <tr> <td>INSURER D: Indian Harbor Insurance Company</td> <td>36940</td> </tr> <tr> <td>INSURER E:</td> <td></td> </tr> <tr> <td>INSURER F:</td> <td></td> </tr> </tbody> </table>		INSURER(S) AFFORDING COVERAGE	NAIC #	INSURER A: Liberty Mutual Fire Insurance Co	23035	INSURER B: Liberty Insurance Corporation	42404	INSURER C: First Liberty Insurance Corporation	33588	INSURER D: Indian Harbor Insurance Company	36940	INSURER E:		INSURER F:
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INSURER C: First Liberty Insurance Corporation	33588														
INSURER D: Indian Harbor Insurance Company	36940														
INSURER E:															
INSURER F:															
INSURED Comverge, Inc. 5390 Triangle Parkway Norcross, GA 30092															

COVERAGES**CERTIFICATE NUMBER:** 9303733**REVISION NUMBER:** See below

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR <input checked="" type="checkbox"/> PD DED 10,000 <input checked="" type="checkbox"/> Primary & Non-Contributory GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC <input type="checkbox"/> OTHER:			TB2Z91462186025	2/28/2015	2/28/2016	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ 10,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000
A	<input checked="" type="checkbox"/> AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS			TB2Z91462186025	2/28/2015	2/28/2016	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
B	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input checked="" type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> DED <input checked="" type="checkbox"/> RETENTION \$ 10,000			TH7Z91462186065	2/28/2015	2/28/2016	EACH OCCURRENCE \$ 20,000,000 AGGREGATE \$ 20,000,000
C	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N N	N/A	WC6Z91462186045	2/28/2015	2/28/2016	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
D	Errors & Omissions			MTP004059202	05/15/2015	10/31/2016	\$2,000,000 Each Occurrence \$2,000,000 Aggregate

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Proof of Coverage

CERTIFICATE HOLDER
 Comverge, Inc.
 5390 Triangle Parkway
 Norcross, GA 30092
CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE