



COMMONWEALTH OF PENNSYLVANIA  
PENNSYLVANIA PUBLIC UTILITY COMMISSION  
TECHNICAL UTILITY SERVICES  
P.O. BOX 3265, HARRISBURG, PA 17105-3265

IN REPLY PLEASE  
REFER TO OUR FILE

A-2012-2297625

March 1, 2016

Enerwise Global Technologies Inc.  
Attention: Frank Lacey  
415 McFarlan Road, Suite 201  
Kennett Square, PA 19348

Re: Notice to Renew Registration as a Conservation Service Provider

Dear Mr. Lacey:

On April 11, 2014, Enerwise Global Technologies Inc. was registered as a Conservation Service Provider (CSP) with the Pennsylvania Public Utility Commission. At that time, the Applicant was found to have met the Pennsylvania Public Utility Commission's minimum qualifications to provide consultation, design, administration, management or advisory services to an EDC regarding energy efficiency and conservation plans required under Act 129 of 2008, P.L. 1592 and was registered as a CSP on the Pennsylvania Public Utility Commission's Registry of Conservation Service Providers. This registration is valid for two years from the registration date. **Enerwise Global Technologies Inc. has a CSP registration expiration date of April 11, 2016.**

In order for a company to maintain its status as a registered CSP in the Commonwealth of Pennsylvania, a CSP must re-register to remain on the registry. The CSP Registry Order at Docket #M-2008-2074154 states "*The Commission will require all registered CSPs to re-qualify every two years. The non-refundable re-registration application fee shall be \$25.*"

In order to maintain CSP registration, Enerwise Global Technologies Inc. must **complete an application for renewal**, which can be found on the Commission's website at [www.puc.pa.gov](http://www.puc.pa.gov) **and pay the \$25 re-registration fee.** **In order to avoid an interruption in CSP registration, the renewal application and fee should be filed with the Commission within ten (10) business days of the date of expiration of CSP registration, which is noted above.** If Enerwise Global Technologies Inc. does not respond within this time period the Commission will remove Enerwise Global Technologies Inc. from the CSP Registry. Please submit a completed renewal application and remittance of \$25 to the following address:

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
P. O. Box 3265  
Harrisburg, PA 17105-3265

If you have any questions, you are encouraged to contact Charles Covage, Analyst of the Bureau of Technical Utility Services by phone at (717) 783-3835 or via email at [ccovage@pa.gov](mailto:ccovage@pa.gov).

Sincerely,

Joseph M. Sherrick  
Supervisor, Policy and Planning

**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:  
ENERWISE GLOBAL TECHNOLOGIES, INC. D/B/A CPOWER

Attach proof of compliance with appropriate Pennsylvania Department of State filing requirements.<sup>1</sup>

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<sup>1</sup> 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.

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

- 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.

CPower

- The Applicant will not be using a fictitious name.

c. Applicant Address:

111 MARKET PLACE, SUITE 201, BALTIMORE, MARYLAND 21202

d. Applicant Telephone No:

844-276-9371

e. Applicant Email Address:

bridgette.nickoles@cpowerenergymanagement.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.

- Name: BRIDGETTE NICKOLES, CORPORATE PARALEGAL
- Mailing Address: 111 Market Place, Suite 201, Baltimore, MD 21202
- Telephone: 410-346-5279
- Email Address: bridgette.nickoles@CPowerenergymanagement.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).

Enerwise Global Technologies, Inc.: 511 Schoolhouse Rd., Ste. 200, Kennett Square, PA19348  
Comverge, Inc.: 5390 Triangle Parkway, Ste. 300, Norcross, GA 30092

- 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.  
A-2012-2297625

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.

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none

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- 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.

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none

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- 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.

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none

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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.**

**CPower (formerly known as Enerwise) was contracted by PECO in Phase I of Act 129 implementation to secure demand response resources from the C&I customer segment. CPower's primary contact at PECO was Paul Miles (p) 215-841-4082.**

**During the Phase I and II implementations, CPower (formerly known as Enerwise) was wholly owned by Comverge, a residential demand response provider, that was also a registered CSP under Act 129. Enerwise contracted with Comverge to offer its contracted residential demand response resources into the PJM market. Enerwise's primary point of contact at Comverge was Greg Allarding (p) 678-823-6624.**

- 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.

Attached.

- 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.

Attached.

- l. Provide Applicant's Employer Identification No. (EIN): 23-3073713

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.

- Registered Agent  
Corporation Services Company  
2704 Commerce Drive  
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):

DE  
AZ  
CA  
CT  
DC  
IL  
IN  
KY  
MA  
MD  
ME  
MI  
MT  
NC  
NH  
NJ  
NY  
OH  
PA  
RI  
SD  
TX  
VA  
VT  
WV

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:

Providing Intelligent Energy Management Services & Products for Commercial & Industrial Customers.

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.

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Consultation   | EDCs: Allegheny Energy; Duquesne; Meted               |
| <input checked="" type="checkbox"/> Design         | (Metropolitan Edison); Penelec (Pennsylvania Electric |
| <input checked="" type="checkbox"/> Administration | Company); PECO (Philadelphia Electric Company)        |
| <input checked="" type="checkbox"/> Management     | PPL (PPL Electric Utilities); Penn Power; West Penn   |
| <input checked="" type="checkbox"/> Advisory       | Power   |

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.

**Memberships:**

[www.aem-alliance.org](http://www.aem-alliance.org)

[www.sepapower.com](http://www.sepapower.com)

**Customers:**

Central Bucks School District: Doylestown, PA - CPower (and legacy companies) have been providing demand response services since 2011.

Hazleton City Authority: Hazleton, PA - CPower (and legacy companies) have been providing demand response services since 2013.

Hampden Township – Division of Wastewater: Camp Hill, PA - CPower (and legacy companies) have been providing demand response services since 2013.

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

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:

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- 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:

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

none

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- 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.

none

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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: 

Official's Name & Title : John Horton, CEO  
(Please Print)

Date : 4/20/2016

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: \_\_\_\_\_

Official's Name & Title : John Horton, CEO  
(Please Print)

Date : \_\_\_\_\_

APPENDIX A - AFFIDAVIT

State of MARYLAND:

: ss.

County of BALTIMORE

:

Michael Mele, Affiant, being duly affirmed according to law, deposes and says that:

He is the Chief Financial Officer of Enerwise Global Technologies, Inc. d/b/a CPower;

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

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

That the Applicant herein Enerwise Global Technologies, Inc. d/b/a CPower 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 Enerwise Global Technologies, Inc. d/b/a CPower acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein Enerwise Global Technologies, Inc. d/b/a CPower 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.

[Handwritten Signature]  
Signature of Affiant

Sworn and subscribed before me this 20th day of April, 2016.

[Handwritten Signature]  
Signature of official administering oath

BRIDGETTE N. NICKOLES  
NOTARY PUBLIC  
BALTIMORE COUNTY, MARYLAND  
My Commission Expires 11/14/2019

My commission expires: 11/14/2019

**APPENDIX A - AFFIDAVIT**

State of MARYLAND:

: ss.

County of BALTIMORE

:

Michael Mele, Affiant, being duly affirmed according to law, deposes and says that:

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

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

That the Applicant herein Enerwise Global Technologies, Inc. d/b/a CPower acknowledges that it has answered the questions on the application correctly, truthfully and completely and has provided supporting documentation as required.

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That the Applicant herein Enerwise Global Technologies, Inc. d/b/a CPower 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 \_\_\_\_\_ day of April, 2016.

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

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

1-A

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

APRIL 9, 2015

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

**ENERWISE GLOBAL TECHNOLOGIES, INC.**

I, Pedro A. Cortés, Acting Secretary of the Commonwealth of Pennsylvania  
do hereby certify that the foregoing and annexed is a true and correct  
copy of

- 1 CERTIFICATE OF AUTHORITY filed on March 28, 2001
- 2 AMENDED CERT. OF AUTHORITY--BUSINESS Foreign filed on May 18,  
2001
- 3 CHANGE OF REGISTERED OFFICE - Foreign filed on September 11,  
2008

which appear of record in this department.



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. Cortés*

Acting Secretary of the Commonwealth

Microfilm Number \_\_\_\_\_

Filed with the Department of State on MAR 28 2001

Entity Number 2996839

\_\_\_\_\_  
Secretary of the Commonwealth

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

Indicate type of corporation (check one):

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

Foreign Nonprofit Corporation (15 Pa.C.S. § 6124)

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

1. The name of the corporation is Vigilent, Inc.

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

NA

3. (If the name set forth in Paragraph 1 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:

NA

This 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:

State of Delaware

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

P.O. Box 231, 800 King Street,	Wilmington,	Delaware	19801	New Castle
Number and Street	City	State	Zip	County

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
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(b) c/o: C F CORPORATION SYSTEM  
Name of Commercial Registered Office Provider

CHESTER  
County

DSCB:15-4124/6124 (Rev 90)-2

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

7. (Check one of the following):

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

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

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for a Certificate of Authority to be signed by a duly authorized officer this 26<sup>th</sup> day of MARCH, 2001.

Vigilant, Inc.  
(Name of Corporation)

BY: [Signature]  
(Signature)

TITLE: Senior Vice President



DSCB.15-4125/6126 (Rev 90)-2

7. (Check one of the following as applicable):

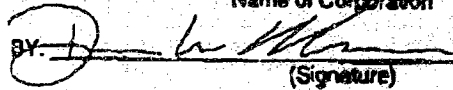
The change of name reflects a change effected in the jurisdiction of incorporation.

Documents complying with the applicable provisions of 15 Pa.C.S. § 4123(b) or 6123(b) (relating to exception; name) accompany this application.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for an Amended Certificate of Authority to be signed by a duly authorized officer thereof this 18<sup>th</sup> day of May, 2001.

ENERWISE GLOBAL TECHNOLOGIES, INC.

Name of Corporation

BY:   
(Signature)

TITLE: Dean Musser, Senior Vice President

**PENNSYLVANIA DEPARTMENT OF STATE  
 CORPORATION BUREAU**

**Statement of Change of Registered Office (15 Pa.C.S.)**

- Domestic Business Corporation (§ 1507)
- Foreign Business Corporation (§ 4144)
- Domestic Nonprofit Corporation (§ 5507)
- Foreign Nonprofit Corporation (§ 6144)
- Domestic Limited Partnership (§ 8506)

A

Corporation Service Company

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



Commonwealth of Pennsylvania  
 FOREIGN BUSINESS CHANGE OF REGISTERED OFFICE 2 Page(s)



T0825564095

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name is:  
ENERWISE GLOBAL TECHNOLOGIES, INC.

2. The (a) address of its initial 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
<hr/>				
(b) Name of Commercial Registered Office Provider				County
<u>c/o: 511 SCHOOLHOUSE LANE KENNETT SQUARE, PA 19348</u>				<u>CHESTER</u>

3. Complete part (a) or (b):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

Number and street	City	State	Zip	County
<hr/>				
(b) The registered office of the corporation or limited partnership shall be provided by:				
<u>c/o: Corporation Service Company</u>				<u>Dauphin</u>
Name of Commercial Registered Office Provider				County

4. *Strike out if a limited partnership:*

Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned has caused this Statement of Change of Registered Office to be signed by a duly authorized officer thereof this

5<sup>th</sup> day of September, 2008

ENERWISE GLOBAL TECHNOLOGIES, INC.

Name of Corporation/Limited Partnership

Marcia K. Cox

Signature

MARCIA K. COX, ASST. SECRETARY

Title

1-J

# Cpower's Executive Team



# Office Locations

## **Baltimore, MD - HQ**

CPower

111 Market Place, Suite 201, Baltimore, MD 21202

Fax # (410) 346-5994

## **Wakefield, MA**

CPower

201 Edgewater Drive, Suite 293, Wakefield, MA 01880

Fax # (781) 214-7921

## **New York, NY**

CPower

183 Madison Ave, Suite 904. New York, NY 10016

Fax # (646) 779-1830

## **Kennett Square, PA**

CPower

415 McFarlan Road, Suite 201, Kennett Square, PA 19348

Fax # (610) 813-6422

**1-K**

# Key Operating Personnel

## John Horton, CEO

John Horton has been President and CEO of CPower since its formation in 2014. John has over twenty years of C-level management experience and has created meaningful value for companies in diverse industries. He is an experienced executive, with extensive experience in driving organic growth, leading mergers and acquisitions, and formulating strategy. John has managed both large public corporations and private mid-market companies. Throughout his career he has focused on building a strong company culture based on creating an outstanding customer experience.

Prior to the formation of CPower, John served as Executive Vice President and CFO for Comverge, the leading demand response provider to electric utilities. Prior to Comverge, John was President and Chief Executive Officer of Lazydays, one of the country's largest recreational vehicle retailers with annual revenues of more than \$500 million. He also served as Chief Executive Officer of IPM Service Corporation, an automotive aftermarket manufacturer.

John holds a BBA from the University of Michigan and an MBA from the University of Texas.

## Michael Mele, CFO

Michael Mele has been the CFO of CPower since its formation in 2014. Michael possesses more than two decades of CFO experience at AetherPal, Mformation, and Archive Systems. Mr. Mele was also the CFO during the original CPower from January 2008 through October 2010, when it was sold to Constellation NewEnergy.

Michael graduated from Rutgers with a bachelor's degree in Accounting and is a licensed CPA in the State of New Jersey.

## Matthew Stauble, Operations Specialist, Procurement Services

Mr. Stauble currently serves as an Operations Specialist for ATMS Procurement Services. He has more than a year of combined electric and gas deregulation experience. He currently leads the daily operations for over five (5) ATMS Procurement Services client accounts providing Billing BPO, Meter/Usage, Billing Processing, Demand Response, Financial, Supply Chain and Customer Relationship Management Services.

Mr. Stauble currently serves as a member of several Department of Public Utility Control committees across the United States.

Prior to his involvement with ATMS, Mr. Stauble served as a consultant for the American Heritage Federal Credit Union. Mr. Stauble spent (4) years providing customer management. During his time he served on the implementation team who launched a several services lines including P.A.T. (Personal Automated Teller), automated Product Demos, and a customer service website platform.

## Kelly Ryan, Operations Lead, Procurement Services

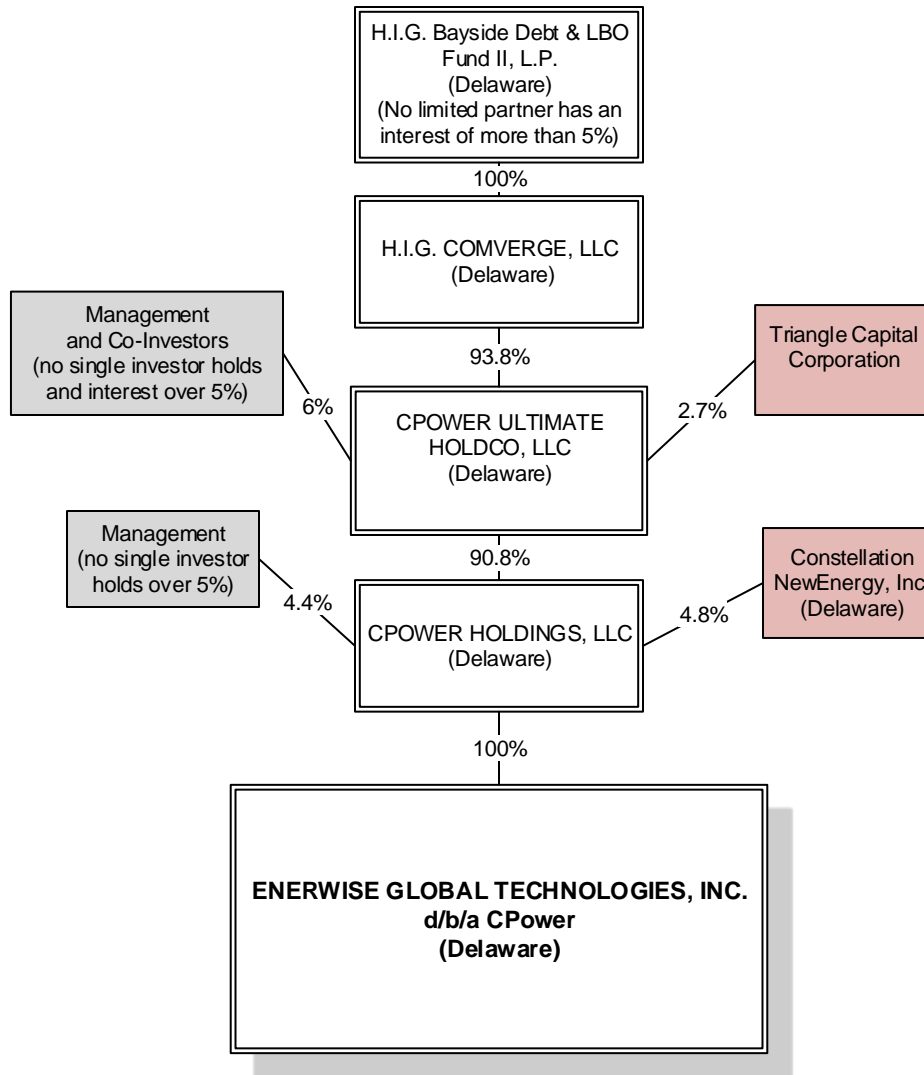
Ms. Ryan currently serves as Operations Lead for ATMS Procurement Services. She has more than eight (8) years, of combined electric and gas deregulation experience. She currently oversees the ATMS Procurement Services for over (15) accounts providing Billing BPO, Meter/Usage, Billing Processing, Demand Response, Financial, Supply Chain and Customer Relationship Management Services.

Ms. Ryan serves a green energy provider subject matter specialist. She also currently serves as a member of several Department of Public Utility Control committees across the United States.

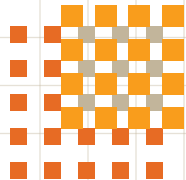
Prior to her involvement with ATMS, Ms. Ryan served as Marketing and Communications Specialist for Accenture and Gestalt. Ms. Ryan managed the marketing and public relations for their Energy and Defense units. Ms. Ryan has more than ten (10) years of marketing and public relations in the non-profit, publishing and cable television industries. Prior to joining Accenture Transaction Management (ATMS), she served as the Assistant Director of Communications for the Sports and Arts Foundation. She has worked with Fortune 100 companies such as MTV, Outdoor Channel and Lifetime Networks.

3-A

ENERWISE GLOBAL TECHNOLOGIES, INC. d/b/a CPOWER  
ENTITY ORGANIZATIONAL CHART



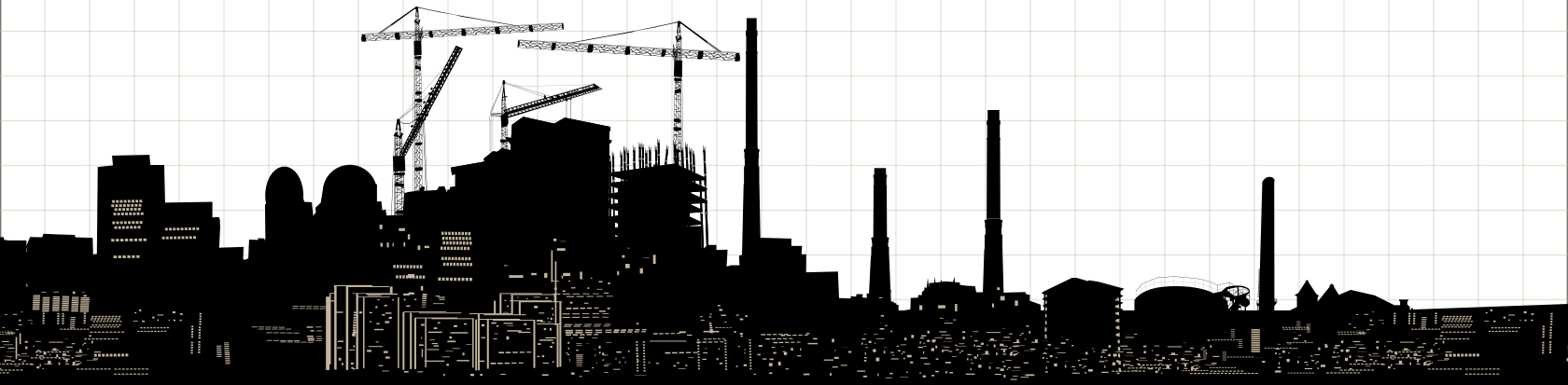
3-D



**C**Power

**ENERGY IS FOREVER IN MOTION.**

**AT CPOWER WE NEVER STOP MOVING TO ENSURE  
YOU GET THE MAXIMIZED RESULTS YOU DESERVE.**



**AT CPOWER, WE BELIEVE THAT  
AT THE HEART OF SUCCESSFUL ENERGY MANAGEMENT  
LIES THE TRUST BETWEEN AN ORGANIZATION AND ITS ENERGY TEAM.  
WE LOVE BEING THAT TEAM.**

*—The CPower Creed*

CPower is an energy management company. We create optimized energy management strategies that help businesses streamline their energy usage, offset costs and reach their sustainability goals. We focus on demand response, which is a way of rewarding people for conserving energy and protecting the grid.

We're passionate about helping businesses reach their energy management goals and know that there is no stronger resource to achieve those goals than the collaborative relationship we share with our customers.



## **CPOWER PROVIDES ENERGY SOLUTIONS.**

### **DEMAND RESPONSE IS WHAT WE DO BEST.**

**WE TAILOR EACH DEMAND RESPONSE PROGRAM TO SUIT THE UNIQUE AND COMPLEX NEEDS OF INDIVIDUAL ORGANIZATIONS.**

We only do commercial and industrial demand response. Our mission is to help businesses streamline how they use power and see that they get paid well for doing it.

By working closely with your organization on a continual basis, we're able to fine tune your demand response participation over time, which will maximize your energy savings and ensure you receive the money you deserve for your curtailment efforts.

When it comes to improving how your company uses energy, CPower delivers the kind of demand side results that our competitors who focus on both demand and supply side energy management simply can't match.

## **CPOWER IS TRULY A “ONE-STOP SHOP” FOR DEMAND MANAGEMENT.**

CPower’s team works with you in developing a customized energy management strategy that suits your organization’s specific needs.

Everything we provide our customers for demand management comes directly from CPower. We don’t contract out core parts of our business like a lot of other Curtailment Service Providers in our industry do.

We are a fully integrated Curtailment Service Provider, which means we do our own assessments, handle our own dispatches through our 24/7 dispatch desk, and efficiently manage enrollments, settlements, and payments accurately and in a timely manner.

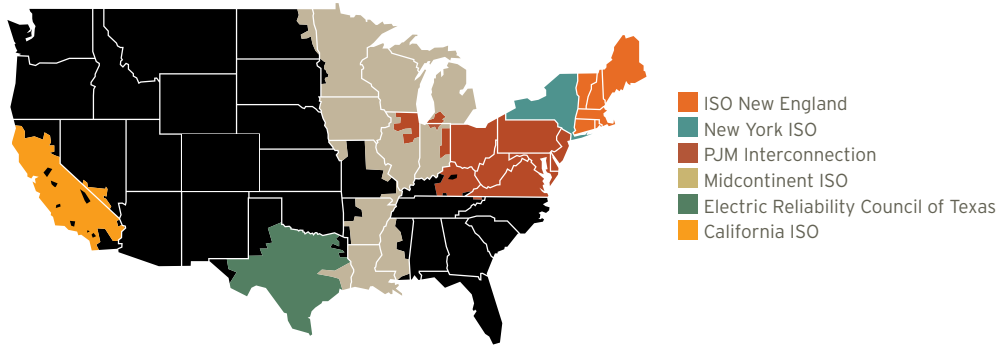
### **THE ADVANTAGE IS CLEAR:**

**WHEN YOU’RE WITH US, YOU KNOW AND TRUST WHO YOU’RE DEALING WITH.  
CPOWER AND ALL OF OUR ELITE CAPABILITIES ARE IN YOUR CORNER.**

## NATIONAL EXPERIENCE. LOCAL EXPERTISE.

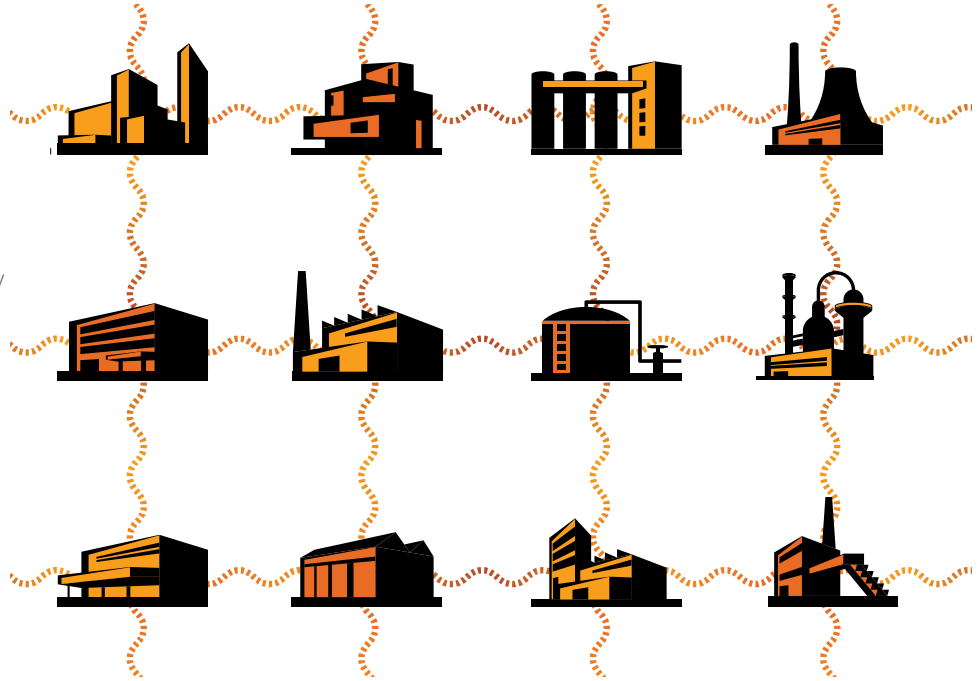
CPower is a leading energy manager in each of the country's open energy markets. We serve well over 1000 customers at thousands of sites across a broad range of vertical markets: from large retailers with hundreds of locations to industrial entities with multiple sites of various sizes. We strive to give each one of them the personal attention they deserve. We're familiar with the intricacies of each of the open energy markets and we have experts in every one of them. CPower has the expertise to help customize and optimize the most suitable program for each local facility.

**CONSIDER US  
YOUR PERSONAL  
ENERGY GUIDES.**



Your organization is plugged into the grid along with everyone else in your market. Sometimes, the demand for energy outpaces the grid's ability to supply it, causing brownouts or blackouts. Some people might even say it's a threat to national security.

**THAT'S WHERE  
CPOWER COMES IN.**



We help organizations like yours participate in **DEMAND RESPONSE** programs which pay businesses for using less energy when the grid is stressed. CPower and our team of energy experts work with you to identify where you can curtail your energy usage and still meet your needs to run your business. We develop a customized curtailment strategy designed specifically for you.



When the grid is stressed, which is usually only a few times a year, our dispatch team sends a notification and you comply based on your plan. You reduce your usage for a specified period of time and you get paid for the energy you didn't use.

CPower also works with you on an ongoing basis to find more you can do to reduce your energy usage and improve your Demand Response performance, so you can earn even more money.



## ENERGY MANAGEMENT AT YOUR FINGERTIPS.

CPower puts powerful energy management tools at your fingertips with a simple to use, demand response solution on your desktop or mobile device.

With a click of a mouse or a touch of your screen, CPower allows you to access all vital usage and load information quickly and intuitively.

We connect directly to your energy meter to give you real-time usage information to your desktop or mobile device. We also connect you to your independent system operator so you can easily bid loads into synchronized, day-ahead, and real-time energy markets.



Our user-friendly interface makes it easy to gauge your energy consumption. You can watch energy price trends in your market, so you can make the right decisions to manage your energy costs, and ensure that your business is in compliance with the regulations that govern your market.

Combined with CPower's Link, an application program interface (API) that integrates with your existing building controls and automation, CPower helps you maximize results from demand response through automation, with minimal labor and effort on your part.



Streamlined data management features provide quick and convenient reporting, auditing, and financial reward calculations in simple graphical form.

CPower matches your organization with the optimal energy management strategy.

**DEMAND RESPONSE PROGRAMS** PAY YOUR ORGANIZATION TO RESPOND TO GRID STRESS BY REDUCING YOUR ENERGY LOAD:

**CAPACITY PROGRAMS** CREATE LONG TERM GRID STABILITY BY PAYING ORGANIZATIONS TO BE ON RESERVE TO CURTAIL THEIR LOAD WHEN CALLED BY THE ISO TO RELIEVE STRESS.

The ISO is essentially creating a “reserve” they can count on during the few times a year when the grid is stressed due to demand outpacing supply.

**ECONOMIC PROGRAMS** PAY ORGANIZATIONS FOR REDUCING THEIR ENERGY CONSUMPTION AT TIMES WHEN MARKET PRICES ARE ESPECIALLY HIGH.

This creates savings for both organizations and their communities.

**ANCILLARY SERVICES** PAY ORGANIZATIONS TO BE ON CALL TO MAKE QUICK ENERGY REDUCTIONS IN THE RESPONSE TO SUDDEN, SHORT TERM GRID INSTABILITY.

This situation occurs when there are abnormal losses of generation or transmission failures.

**DEMAND MANAGEMENT PROGRAMS** HELP AN ORGANIZATION'S BOTTOM LINE (AND THE GRID) BY IMPROVING HOW IT USES ENERGY:

## **ENERGY EFFICIENCY**

In some markets, the amount of energy saved as a result of energy efficiency improvements can be offered into an auction, thus creating potential revenue for your organization. CPower can help enroll these energy assets so they can be monetized.

**PEAK LOAD MANAGEMENT** PROGRAMS HELP OFFSET PEAK LOAD CONTRIBUTION CHARGES, WHICH CAN BE 20 - 30% OF AN ORGANIZATION'S ENERGY BILL.

Peak load charges are based on a facility's average electricity demand during the overall grid system's peak.

**WE NEVER STOP WORKING TO ENSURE  
YOU GET THE MAXIMIZED RESULTS YOU DESERVE.**

\*Individual programs vary by market

## OUR CREATION STORY.

At the dawn of the 21st century, many states in the US transitioned to deregulated energy markets in an effort to create a more competitive marketplace. Two companies—each with an understanding of the emerging energy market, a flair for inventive technology, and a passion for helping customers—planted their flags in this new frontier. In 2014, they combined to form a unique company focused on demand side management and dedicated to helping customers better understand their energy usage so they can monetize their energy assets.

**SINCE THEN, CPOWER HAS BECOME  
ONE OF THE LARGEST CURTAILMENT  
SERVICE PROVIDERS IN THE US.**

## **CPOWER TODAY.** CPOWER IS AN ENERGY MANAGEMENT COMPANY.

We help businesses streamline how they use energy by creating optimized energy management strategies that suit their specific needs. We understand that energy management is not a one-size-fits-all endeavor. That's why we take the time to learn the intricacies of our customers' businesses. Then we sharpen their energy strategies with the optimal combination of demand response and demand management programs.

CPower continues to work closely with your organization to refine your energy management efforts, help you offset costs, protect the grid, and reach your sustainability goals.

**OUR MISSION REMAINS THE SAME:**

**CPOWER PROVIDES THE WISDOM.  
OUR CUSTOMERS GAIN THE KNOWLEDGE.  
TOGETHER WE MAKE ENERGY WORK.**

For many CSPs, the relationship with the customer ends with the signing of the contract.

**AT CPOWER, THAT'S JUST THE BEGINNING.**



Contact CPower and set up a complimentary energy evaluation for your business,  
conducted by our team of engineers and consultants.

844-276-9371 • [CPowerEnergyManagement.com](http://CPowerEnergyManagement.com)

**3-E**



# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
1/6/2016

**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).**

<b>PRODUCER</b> Commercial Lines - (813) 639-3000 Wells Fargo Insurance Services USA, Inc. 2502 N. Rocky Point Drive, Suite 400 Tampa, FL 33607	<b>CONTACT NAME:</b> Kris Thompson <b>PHONE (A/C, No, Ext):</b> 813-639-3058 <b>FAX (A/C, No):</b> 813-639-7196 <b>E-MAIL ADDRESS:</b> kris.thompson@wellsfargo.com														
<b>INSURED</b> Enerwise Global Technologies, Inc.d/b/a CPower 111 Market Place Baltimore, MD 21202	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 80%;">INSURER(S) AFFORDING COVERAGE</th> <th style="width: 20%;">NAIC #</th> </tr> </thead> <tbody> <tr> <td><b>INSURER A:</b> Liberty Mutual Fire Insurance Co</td> <td>23035</td> </tr> <tr> <td><b>INSURER B:</b></td> <td></td> </tr> <tr> <td><b>INSURER C:</b></td> <td></td> </tr> <tr> <td><b>INSURER D:</b></td> <td></td> </tr> <tr> <td><b>INSURER E:</b></td> <td></td> </tr> <tr> <td><b>INSURER F:</b></td> <td></td> </tr> </tbody> </table>	INSURER(S) AFFORDING COVERAGE	NAIC #	<b>INSURER A:</b> Liberty Mutual Fire Insurance Co	23035	<b>INSURER B:</b>		<b>INSURER C:</b>		<b>INSURER D:</b>		<b>INSURER E:</b>		<b>INSURER F:</b>	
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<b>INSURER F:</b>															

**COVERAGES**
**CERTIFICATE NUMBER:** 10000012

**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"/> <b>COMMERCIAL GENERAL LIABILITY</b> <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC <input type="checkbox"/> OTHER:			TB2Z91463247045	10/31/2015	10/31/2016	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 300,000 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 type="checkbox"/> <b>AUTOMOBILE LIABILITY</b> <input 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			AS2Z1463247-025	10/31/2015	10/31/2016	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
A	<input checked="" type="checkbox"/> <b>UMBRELLA LIAB</b> <input type="checkbox"/> <b>EXCESS LIAB</b> <input type="checkbox"/> DED <input checked="" type="checkbox"/> RETENTION \$ 10,000 <input type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS-MADE			TH7Z91463247015	10/31/2015	10/31/2016	EACH OCCURRENCE \$ 20,000,000 AGGREGATE \$ 20,000,000 \$
	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y / N <input type="checkbox"/>	N / A				<input type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$

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

Proof Of Coverage

**CERTIFICATE HOLDER**

 Enerwise Global Tehcnologies, Inc. d/b/a CPower  
 111 Market Place, Suite 201  
 Baltimore, MD 21202

**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