

Charity+Power

January 19, 2017

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

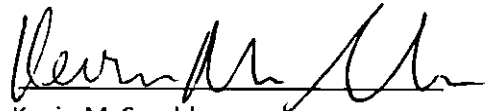
Re: Application of Charity+Power, Inc. for approval to offer, render, furnish, or supply electricity or electric generation services as an electric broker to the public in the Commonwealth of Pennsylvania

Dear Sir or Madam:

Please find attached an original and electronic disk of the Application of Charity+Power, Inc. for approval to offer, render, furnish, or supply electricity or electric generation services as an electric broker to the public in the Commonwealth of Pennsylvania, plus a filing fee of \$350.00. Please feel free to contact the undersigned with any questions regarding the application. Thank you for your assistance in processing this application.

Sincerely,
CHARITY+PLUS POWER, INC.

By:



Kevin McSpadden
Executive Director

cc: Service List

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Charity+Power, Inc., a Delaware public benefit corporation for approval to offer, render, furnish, or supply electricity or electric generation services as a electric 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:

Charity+Power, Inc., a Delaware public benefit corporation
2801 Belden Dr.
Los Angeles, CA 90068
323-356-5793
www.charitypluspower.com

- 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.

InCorp Services, Inc.
7208 Red Top Road
Hummelstown, PA 17036

- 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.

Kevin McSpadden
2801 Belden Dr.
Los Angeles, CA 90068
323-356-5793 (phone) 866-465-1847 (fax)

- 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.

No attorney (Kevin McSpadden is an attorney licensed in California)

- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS: (Required of ALL Applicants)** Provide the name, title, address, telephone number, FAX number, and e-mail **OF THE PERSON AND AN ALTERNATE PERSON (2 REQUIRED)** responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Electric 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 EGSS.

Kevin McSpadden
2801 Belden Dr.
Los Angeles, CA 90068
323-356-5793 (phone) 866-465-1847 (fax)
Krm1@charitypluspower.com

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Kemper McSpadden
1935 Orchard St.
Sarasota, FL 34239
323-356-5793 (phone) 866-465-1847 (fax)
Kjm1@charitypluspower.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, Form PA-953.

or

x 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 sole proprietor.

- If the Applicant is located outside the Commonwealth, provide proof of compliance with 15 Pa. C.S. §4124 relating to Department of State filing requirements.

or

☐ The Applicant is a:

- ☐ domestic general partnership (*)
- ☐ domestic limited partnership (15 Pa. C.S. §8511)
- ☐ foreign general or limited partnership (15 Pa. C.S. §4124)
- ☐ domestic limited liability partnership (15 Pa. C.S. §8201)
- ☐ foreign limited liability general partnership (15 Pa. C.S. §8211)
- ☐ foreign limited liability limited partnership (15 Pa. C.S. §8211)

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.
- * If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

or

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☐ 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):

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- 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. Delaware
- Give name and address of officers.

Executive Director	Kevin McSpadden 2801 Belden Dr. Los Angeles, CA 90068
Chief Operating Officer	Kemper McSpadden 1935 Orchid St. Sarasota, FL 34239
Vice President, Marketing	Gene McCubbin 1400 West Sam Houston Pkwy North, Suite 250 Houston, TX 77043
Vice President, General Counsel, Secretary	James Bowen 1616 South Pioneer Way Moses Lake, Washington 98837

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.

No affiliates

- 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.

No predecessors

4. OPERATIONS

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

Definitions

- Supplier – an entity that sells electricity to end-use customers utilizing the jurisdictional transmission and distribution facilities of an EDC.
- Aggregator - an entity that purchases electric energy and takes title to electric energy as an intermediary for sale to retail customers.
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of electric energy but does not take title to electric energy.

☐ The Applicant is presently doing business in Pennsylvania as a

- ☐ municipal electric corporation
- ☐ electric cooperative
- ☐ local gas distribution company
- ☐ provider of electric generation, transmission or distribution services
- ☐ broker/marketer engaged in the business of supplying electricity services
- ☐ Other; Identify the nature of service being rendered.

or

x The Applicant is not presently doing business in Pennsylvania.

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b. APPLICANT'S PROPOSED OPERATIONS: The Applicant proposes to operate as a (may check multiple):

- ☐ Generator of electricity
- ☐ Supplier of electricity
- ☐ Aggregator engaged in the business of supplying electricity
- x Broker/Marketer engaged in the business of supplying electricity services
 - x Check here to verify that your organization will not be taking title to the electricity nor will you be making payments for customers.
- ☐ Electric Cooperative and supplier of electric power
- ☐ Other (Describe):

c. PROPOSED SERVICES: Describe in detail the electric services or the electric generation services which the Applicant proposes to offer.

Charity+Power intends to serve as a broker of retail electric services. It will not take title to the electricity.

Charity+Power, Inc. has entered into a Broker Agreement ("Agreement") with Great American Power Holdings LLC ("Holdings"), and its wholly owned subsidiaries Perigee Energy, LLC ("Perigee") and Great American Power, LLC ("GAP"). Perigee is a retail electric provider registered in the States of Ohio, New York, Connecticut, Massachusetts, and Delaware. GAP is a retail electric provider registered in the States of Pennsylvania and Maryland.

Under the Agreement, Charity+Power will have responsibility for completing the Customer Enrollment File and submitting the file to GAP. The customer will then purchase their electricity requirements from GAP. GAP will handle customer service, billing, and utility interface and will remit a minimum of 10% of the bill (the "Customer Donation") to Charity+Power who will remit the Customer Donation to the nonprofit organization selected by the customer.

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

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- ☐ Citizens' Electric
- ☐ Duquesne Light
- ☐ Met-Ed
- ☐ PECO
- ☐ Penelec
- ☐ Penn Power

- ☐ Pike
- ☐ PPL
- ☐ UGI Utilities
- ☐ Wellsboro
- ☐ West Penn

x Entire Commonwealth of PA

e. **CUSTOMERS:** Applicant proposes to provide services to:

- x Residential Customers
- x Small Commercial Customers - (25 kW and Under)
- ☐ Residential and Small Commercial as Mixed Meter ONLY (CANNOT BE TAKEN WITH RESIDENTIAL AND/OR SMALL COMMERCIAL ABOVE)
- ☐ Large Commercial Customers - (Over 25 kW)
- ☐ Industrial Customers
- ☐ Governmental Customers
- ☐ All of above (Except Mixed Meter)
- ☐ Other (Describe):

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

Upon the granting of a license in Pennsylvania

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.

No criminal/civil proceedings to report.

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.

No customer/regulatory/prosecutor actions to report.

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

Not applicable

6. PROOF OF SERVICE

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.
(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:

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2 West
Harrisburg, PA 17120

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

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

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

Office of the Small Business Advocate
Commerce Building, Suite 202
300 North Second Street
Harrisburg, PA 17101

- b. **EDCs:** 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 Electric 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 EDC is as follows.

Pike County Light & Power Company:

Director of Customer Energy Services
Orange and Rockland Company
390 West Route 59
Spring Valley, NY 10977-5300

West Penn:

Legal Department
West Penn Power d/b/a Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

PECO:

Manager Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699

Duquesne Light:

Regulatory Affairs
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

PPL:

Legal Department
Attn: Paul Russell
PPL
Two North Ninth Street
Allentown, PA 18108-1179

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Met-Ed, Penelec, and Penn Power:

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

Citizens' Electric Company:

Citizens' Electric Company
Attn: EGS Coordination
1775 Industrial Boulevard
Lewisburg, PA 17837

UGI:

UGI Utilities, Inc.
Attn: Rates Dept. – Choice Coordinator
2525 N. 12th Street, Suite 360
Post Office Box 12677
Reading, Pa 19612-2677

Wellsboro Electric Company:

Wellsboro Electric Company
Attn: EGS Coordination
33 Austin Street
P. O. Box 138
Wellsboro, PA 16901

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7. FINANCIAL FITNESS

- a. **BONDING:** In accordance with 66 Pa. C.S. Section 2809(c)(1)(i), the Applicant is required to file a bond or other instrument to ensure its financial responsibilities and obligations as an EGS. Therefore, the Applicant is...

- ☐ Furnishing the **ORIGINAL** of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.
- ☐ Furnishing the **ORIGINAL** of another initial security for Commission approval, to ensure financial responsibility, such as a parental guarantee, in the amount of \$250,000.
- x **For Marketers and Brokers** - Filing for a modification to the \$250,000 requirement and furnishing the **ORIGINAL** of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$10,000. Applicant is required to provide information supporting an amount less than \$250,000. Such supporting information must include indication that the Applicant will not take title to electricity and will not pay electricity bills on behalf of its customers. Further details for modification may be described as well.

CRITICAL BONDING NOTES:

Applicant is required to maintain a bond or other financial instrument the entire time it maintains an EGS license with the Commonwealth of Pennsylvania. If Applicant's security instrument is not continuous, Applicant **MUST** submit a Rider, Amendment, or Continuation Certificate annually based on the expiration date of its security instrument.

Sixty days (60) prior to the security instrument's expiration date, Applicant should contact Stephen Jakab at sjakab@pa.gov to determine the appropriate bonding amount based on a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. Once the amount has been determined, Applicant should overnight the updated security instrument(s) at least thirty (30) days prior to the expiration date to ensure adequate time for staff review and approval of the security instrument(s).

Example version of a bond, letter of credit, and parental guarantee are attached at Appendix D, E, & F, respectively. Applicant's security must follow language from these examples. Any deviation from these examples must be identified in the application and may not be acceptable to the Commission.

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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.

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.

Applicant is registering as a broker.

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

Charity+Power has entered into a Broker Agreement ("Agreement") with Great American Power Holdings LLC ("Holdings"), and its wholly owned subsidiaries Perigee Energy, LLC ("Perigee") and Great American Power, LLC ("GAP"). Under the Agreement, GAP will pay Charity+Power a fee based on a percentage of the customer charge.

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.

Kevin McSpadden
2801 Belden Dr.
Los Angeles, CA 90068
323-356-5793 (phone) 866-465-1847 (fax)

f. TAXATION: Complete the TAX CERTIFICATION STATEMENT attached as Appendix G 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 electric utilities 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 electricity industry.
- Summary and proof of licenses as a supplier of electric 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.
- Documentation of membership in PJM, ECAR, MAAC, other regional reliability councils, or any other membership or certification that is deemed appropriate to justify competency to operate as an EGS within the Commonwealth.
- Any other information appropriate to ensure the technical capabilities of the Applicant.

See Schedule 8(a)

b. PROPOSED MARKETING METHOD (check all that apply)

- ☒ Internal – Applicant will use its own internal resources/employees for marketing
- ☐ External EGS – Applicant will contract with a PUC **LICENSED EGS** broker/marketer
- ☐ Affiliate – Applicant will use a **NON-EGS** affiliate marketing company and or individuals.
- ☐ External Third-Party – Applicant will contract with a **NON-EGS** third party marketing company and or individuals
- ☐ 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.

Not applicable

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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.

Charity+Power, Inc. has entered into a Broker Agreement ("Agreement") with Great American Power Holdings LLC ("Holdings"), and its wholly owned subsidiaries Perigee Energy, LLC ("Perigee") and Great American Power, LLC

("GAP"). Perigee is a retail electric provider registered in the States of Ohio, New York, Connecticut, Massachusetts, and Delaware. GAP is a retail electric provider registered in the States of Pennsylvania and Maryland.

Under the Agreement, GAP will provide training for marketers and approve all marketing materials. Failure to attend the training sessions would be a default under the Agreement.

- e. **OFFICERS:** Identify Applicant's chief officers, and include the professional resumes for any officers directly responsible for operations. All resumes should include date ranges and job descriptions containing actual work experience.

Executive Director
Chief Operating Officer
Vice President, Marketing
Vice President, General Counsel, Secretary

Kevin McSpadden
Kemper McSpadden
Gene McCubbin
James Bowen

Resume of Kevin McSpadden attached to Schedule 8(b)

- f. **FERC FILING:** Applicant has:

- ☐ Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.
- ☐ Received approval from FERC to be a Power Marketer at Docket or Case Number _____.
- x Not applicable

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Schedule 8(a)

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"Summary of Experience"

Charity+Power, Inc. has entered into a Broker Agreement ("Agreement") with Great American Power Holdings LLC ("Holdings"), and its wholly owned subsidiaries Perigee Energy, LLC ("Perigee") and Great American Power, LLC ("GAP"). Perigee is a retail electric provider registered in the States of Ohio, New York, Connecticut, Massachusetts, and Delaware. GAP is a retail electric provider registered in the States of Pennsylvania and Maryland.

Kevin McSpadden is an attorney with over 25 years of experience representing clients in the electric industry. Mr. McSpadden has an expertise in energy regulation and the negotiation of power purchase agreements. Mr. McSpadden's bio is attached hereto.

Gene McCubbin has co-founded four technology based companies over the last sixteen years. Gene has participated in several successful enterprise exits including a \$120mm IPO, a \$30mm private equity sale, and numerous smaller M/A transactions. With features in Success magazine, Entrepreneur magazine, INC. Magazine, the Houston Business Journal and many other national publications. Gene has been a member of Young Entrepreneurs' Organization (EO/YEO) since 1999 and is currently running Pop Labs, Inc., which has been a five-time INC. 500 / 5000 recipient and is the largest interactive web design, marketing, seo, branding, and communications firm in Houston by revenues for the last seven years. Gene was recently recognized as a finalist for the Gulf Coast Ernst & Young Entrepreneur of the Year Awards, has been nominated five times. He has also been honored in Houston's annual Celebration of Entrepreneurs twice in the last five years.

Charity+Power is registered as an electric broker in the State of Ohio, but has not yet commenced operations and does not serve any customers at this time.

Charity+Power is organized as a Delaware public benefit corporation and registered to do business in the States of Ohio, New York and Connecticut. Its members will be residential electric customers located in these states that allow retail electric competition. Our cost of providing the service will be passed through to our members on a cost of service basis, plus a mark-up of 10%, with the goal of keeping our rates competitive with our competition. This 10% mark-up (the "utility profit") will be donated to the charity or non-profit designated by the member.

Utility customers will choose Charity+Power for two reasons. First, and foremost, a portion of the proceeds from the sale of electricity will be donated back to the member's favorite charity. Second, ratepayers will be provided with the same level of service provided by their existing utility at competitive rates. We believe that charities will embrace the Plan as a unique fundraising opportunity and encourage their member/donor bases to subscribe for service from Charity+Power.

We have contracted with Guidestar (www.guidestar.org) who maintains a database of all nonprofit organizations registered with the Internal Revenue Service as 501(c) organizations. When selecting their nonprofit organization, members will have access on our website to the Guidestar database. The

database will have a search function so members can search the database by name, EIN Number, location, or nonprofit cause. In addition, we plan to contract with Charity Navigator which provides ratings and reviews for most of the 501(c) organizations.

KEVIN R. McSPADDEN

2801 Belden Dr.
Los Angeles, CA 90068
(323) 356-5793
kevin.mcspadden@hotmail.com

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Mr. McSpadden has significant experience with negotiating critical path project development documents such as PPAs, transmission and interconnection agreements, risk management agreements, and EPC/O&M agreements; financing documentation for both debt and equity components such as construction/term loans and private placement memorandums; and all forms of real estate documentation. Kevin also has extensive experience with independent power mergers and acquisitions and the regulation of public utilities. Kevin served as Senior Vice President/General Counsel for Gradient Resources, a developer of geothermal energy projects, and in the project finance practices of Milbank, Tweed, Hadley & McCloy (10 years), Andrews and Kurth, and Orrick, Herrington & Sutcliffe. JD from Tulane University School of Law.

Representative Transactions

- Advised Rentech Inc. in **the acquisition** of a 55 MW biomass project.
- Represented Rentech Inc. in the negotiation of a **Joint Development Agreement** with Alfa Laval.
- Advised Rentech Inc. in the negotiation of a **power purchase agreement** with Southern California Edison Company.
- Advised Rentech Nitrogen Pasadena, LLC in the negotiation of an **EPC Agreement** for the construction of a cogeneration facility at its existing Pasadena, TX plant.
- Advised Clearfuels in the negotiation of a **biodiesel sales agreement** with Maui Electric Company.
- Represented Clearfuels in the negotiation of **Joint Development Agreement** with Alexander & Baldwin.
- Represented Lightsource Renewables with respect to the **sale of 100% of the membership interests** in each of Boron Solar, LLC, LSR Kramer South, LLC, and North Edwards Solar, LLC.
- Represented Starwood Solar IV LLC in the **negotiation of 20 MW PPAs** with Southern California Edison Company for each of Boron Solar, LSR Kramer South, and North Edwards Solar.
- Represented Nautilus Solar Holdings, LLC in **the acquisition** of a 352 kW PV Project located at Exchange Shopping Center, Gainesville, FL.
- Represented Nautilus Solar Holdings, LLC in **the acquisition** of an 880 kW PV Project located at Meadows Air Field, Bakersfield, CA.
- Represented Nautilus Solar Holdings, LLC in **the acquisition** of a 132 kW PV Project located at Gainesville Regional Airport, Gainesville, FL.
- Represented Nautilus Solar Holdings, LLC in **the acquisition** of a 40 MW PV Project located in Downe Township, NJ.
- Represented Nautilus Solar Holdings, LLC in **the acquisition** of a 500 kW PV Project located in Gainesville, FL.
- Assisted K Road with **due diligence** on the acquisition of the Calico Solar Project.
- Represented Windland Inc. in the purchase and **assignment of a Power Purchase Agreement**.
- Represented Foresight Group in the **acquisition and financing** of a 4.85 MW PV Project and a 2.35 MW PV Project located in Palm Springs, CA.
- Represented Sybac Solar LLC in **the sale** of a 551 kW AC PV Project located in Gainesville, FL.
- Represented Sybac Solar LLC in **the sale** of a 1 MW DC PV Project located in Gainesville, FL.

- Represented Sybac Solar LLC in **the sale** of a 211 kW AC PV Project located in Gainesville, FL.
- Represented Sybac Solar LLC in **the sale** of a 1,050 kW DC PV Project located in Gainesville, FL.
- Drafted a form of **Net Metered Power Purchase Agreement** and **Master Solar System Installation Agreement** for CollectiveSun, LLC.
- Negotiated a **Solar Power Purchase and Lease Agreement** with Kern Sanitation Authority on behalf of Nautilus Solar Energy LLC.
- Negotiated a **Solar Power Purchase and Lease Agreement** with City of Lordsburg, NM on behalf of Nautilus Solar Energy LLC.
- Negotiated **interconnection and transmission rights** for a 20 MW PV project on behalf of Shorebreak Energy Developers, LLC.

Clients include Foresight Group LLC, Nautilus Solar Energy LLC, Rentech, Inc., Starwood Capital, K Road Power LLC, Sybac Solar, LLC, CollectiveSun, LLC, Clearfuels Technology, Inc., Windland Inc., TransCapital Holdings LLC, Shorebreak Energy Inc., and Gradient Resources, Inc.

Prior Work Experience

Gradient Resources Inc. (f/k/a Vulcan Power Company)

Senior Vice President, General Counsel and Secretary

Reno, NV/Los Angeles, CA

April 2007 to September 2010

- Chief legal officer and head of the Legal Department.
- Responsible for advising the Board of Directors and CEO on corporate governance matters. Serve as Secretary of the Company.
- Manage and assist with CEO transition.
- Responsible for private equity, debt and tax financings.
- Structure post-closing transactions in accordance with lender covenants and obligations.
- Negotiate and draft real estate acquisition documentation, long term leases with governmental and private entities, independent contractor agreements, employment agreements, construction agreements, and NDAs.
- Draft drilling contracts, vendor agreements, consultant agreements for drill rig and cement subsidiaries.
- Oversee, manage, and assist multi-venue litigation related to CEO termination.

Milbank, Tweed, Hadley & McCloy, LLP

Senior Attorney, Project Finance

Los Angeles, CA/New York, NY

November 1998 - April 2007

- Represented developers of renewable energy projects in the negotiation of: (i) corporate entity formation documentation, (ii) critical path project development documents such as EPC contracts, feedstock and off-take agreements, risk management agreements, and operating agreements, (iii) financing documentation for both debt and equity components such as construction/term loans and private placement memorandums, (iv) all forms of real estate documentation, and (iv) letters of intent.
- Extensive experience with utility mergers and acquisitions.
- Extensive experience in the structuring and negotiating of a wide variety of energy related commercial transactions in both the public and private sectors, including wholesale and retail gas and electric commodity supply agreements, energy aggregation programs, HVAC and demand side management projects and financing arrangements, as well as large scale e-commerce transactions involving advanced utility metering and consumer communications systems.
- Experience with utility bankruptcy and restructurings.

9. DISCLOSURE STATEMENTS:

Disclosure Statements: If proposing to serve Residential and/or Small Commercial (under 25 kW) Customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix H to this Application.

- Electricity 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.

n/a--Applicant is registering as a Broker.

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

- a. **PJM LOAD SERVING ENTITY REQUIREMENT:** As a prospective EGS, the applicant understands that those EGSs which provide retail electric supply service (i.e. takes title to electricity) must provide either:
- proof of registration as a PJM Load Serving Entity (LSE), or
 - proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

The Applicant understands that compliance with this requirement must be filed within 120 days of the Applicant receiving a license. As well, the Applicant understands that compliance with this requirement may be filed with this instant application.

(Select only one of the following)

- ☐ **AGREED** - Applicant has included compliance with this requirement in the instant application, labeled in correspondence with this section (10).
- x **AGREED** - Applicant will provide compliance with this requirement within 120 days of receiving its license
- ☐ **ACKNOWLEDGED** - Applicant is not proposing to provide retail electric supply service at this time, and therefore is not presently obligated to provide such information

- b. **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 § 54.43, as well as any future amendments.

x **AGREED**

RECEIVED

JAN 23 2017

PA PUBLIC UTILITY COMMISSION

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

- **Retail Electricity Choice Activity Reports:** The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
- **Reports of Gross Receipts:** Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
- **The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.**
- **Net Metering Reports:** Applicant shall be responsible to report any Net Metering per the Standards on http://www.puc.pa.gov/consumer_info/electricity/alternative_energy.aspx. Scroll down to the Net Metering Standards Section.
- **Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis per 52 Pa. Code § 54.39(d).**

- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

x AGREED

JAN 23 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

- d. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2809(D). Transferee will be required to file the appropriate licensing application.

x AGREED

- e. **ANNUAL FEES:** The Public Utility Code authorizes the PUC to collect an annual fee of \$350 from suppliers, brokers, marketers, and aggregators selling electricity in the Commonwealth of PA, and an annual supplemental fee based on annual gross intrastate revenues, applicable to suppliers only.

x ACKNOWLEDGED

- f. **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 § 54.34.

x AGREED

- g. **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.

x AGREED

- h. **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 twenty (20) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 54.34.

x AGREED

- i. **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.

x AGREED

- j. **Electronic Data Interchange:** The Applicant acknowledges the Electronic Data Interchange (EDI) requirements and the relevant contacts for each EDC, as listed at Appendix K.

x AGREED

- k. **FILING FEE:** The Applicant has enclosed or paid the required, non-refundable filing fee by **CERTIFIED CHECK OR MONEY ORDER** in the amount of **\$350.00** payable to the Commonwealth of Pennsylvania. The Commission does not accept corporate or personal checks for filing fees.

x PAYMENT ENCLOSED

RECEIVED

JAN 23 2017

11. AFFIDAVITS

Must be notarized before filing.

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

- 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 reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that you agree to comply with the operational requirements of the control area(s) within which you provide retail service. An example copy of this Affidavit can be found at Appendix B.

12. NEWSPAPER PUBLICATIONS

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

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. 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 EDC. For example, an applicant that wants to operate in Penn Power would need to run ads in both The Erie Times-News and the Pittsburgh Post-Gazette. If the applicant is proposing to serve the entire Commonwealth, please file proof of publication in all seven newspapers.

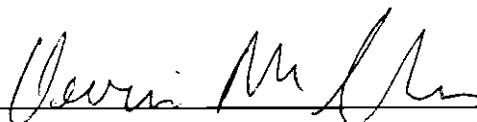
The only acceptable verification of this requirement is with Notarized Proofs of Publication, which may be requested from each newspaper and must be supplied with this application. Applicants do not need a docket number in their publication. Docket numbers will be issued when all criteria on the item 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
Citizens' Electric						X	
Duquesne				X			
Met Ed		X	X		X		
PECO			X				
Penelec	X	X			X	X	X
Penn Power	X			X			
Pike					X		
PPL		X	X		X	X	
UGI					X		
Wellsboro						X	
West Penn		X		X		X	X

Entire Commonwealth	X	X	X	X	X	X	X

(Example Publications are provided at Appendices I and J)

13. SIGNATURE

Applicant: 

By: Kevin McSpadden

Title: Founder and Executive Director

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JAN 23 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Charity+Power, Inc.
Before the Pennsylvania Public Utility Commission

Appendix F
Proof of Publication

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JAN 23 2017

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 P. Reed, 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:

05 of October, 2016

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.

P. Reed
PG Publishing Company

Sworn to and subscribed before me this day of:
October 05, 2016

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

STATEMENT OF ADVERTISING COSTS
Law Offices of Kevin R. McSpadden
2801 BELDEN DR
PO BOX 2508
ATTN: KEVIN R. McSPADDEN
LOS ANGELES CA 90068

To PG Publishing Company

Total ----- \$547.50

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
2201 Sweeney Drive
CLINTON, PA 15026
Phone 412-263-1338

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

By _____

Samuel J. Arbuthnot
Samuel J. Arbuthnot

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.

Attorney For

**COPY OF NOTICE
OR PUBLICATION**

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION NOTICE
Applications of
Charity+Power, Inc. For
Approval To Offer, Render,
or Furnish Services as a
Supplier, Aggregator, and
Marketer/Broker Engaged
in The Business Of Supplying
Natural Gas Supply Services
and Electricity Supply or
Electric Generation Services,
To The Public In The Commonwealth
Of Pennsylvania.

Charity+Power, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier of natural gas, and (2) a broker/marketer engaged in the business of providing natural gas services. Charity+Power, Inc. will also be filing an application with the PUC for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. Charity+Power, Inc. proposes to sell electricity, natural gas, and related services in the entire Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Charity+Power, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Charity+Power, Inc.'s attorney at the address listed below.

By and through Counsel:
Kevin R. McSpadden, Law
Offices of Kevin R. McSpadden
PO Box 2508, Los Angeles,
CA 90078, 323-356-5793,
866-465-1847

RECEIVED

JAN 23 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

**STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA**

Cindy Jakubowski 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:

October 6, 2016

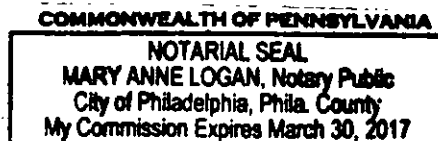
Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to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



Sworn to and subscribed before me this 6th day of
October, 2016.


Notary Public

My Commission Expires:



Copy of Notice of Publication

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Applications of **Charity+Power, Inc.** For Approval To Offer, Render, or Furnish Services as a Supplier, Aggregator, and Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services and Electricity Supply or Electric Generation Services, To The Public in The Commonwealth Of Pennsylvania. **Charity+Power, Inc.** will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier of natural gas, and (2) a broker/marketer engaged in the business of providing natural gas services. **Charity+Power, Inc.** will also be filing an application with the PUC for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. **Charity+Power, Inc.** proposes to sell electricity, natural gas, and related services in the entire Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act. The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Charity+Power, Inc.** may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to **Charity+Power, Inc.**'s attorney at the address listed below. By and through Counsel: Kevin R. McSpadden
Law Offices of Kevin R. McSpadden
PO Box 2508
Los Angeles, CA 90078
323-356-6703
856-485-1847

RECEIVED

JAN 23 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

COMMONWEALTH OF PENNSYLVANIA }
County of Cambria } SS

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Applications of **Charity+Power, Inc.** For Approval To Offer, Render, or Furnish Services as a **Supplier, Aggregator, and Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply or Electric Generation Services, To The Public In The Commonwealth Of Pennsylvania.**

Charity+Power, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier of natural gas, and (2) a broker/marketer engaged in the business of providing natural gas services. **Charity+Power, Inc.** will also be filing an application with the PUC for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. **Charity+Power, Inc.** proposes to sell electricity, natural gas, and related services in the entire Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act.

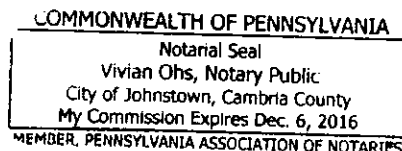
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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Charity+Power, Inc.** may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to **Charity+Power, Inc.**'s attorney at the address listed below.

By and through Counsel: Kevin R. McSpadden
Law Offices of Kevin R. McSpadden
PO Box 2508
Los Angeles, CA 90078
323-356-5793 866-465-1847

Sworn an
6th day of October, 2016.

[Signature]



On this 6th day of October A.D. 2016, 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,

of Cambria, and Commonwealth of Pennsylvania and matter published in said publication in the regular issues on October 6, 2016; and that the Affiant is not interested that all of the allegations as to time, place and character

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

0.00 Lines @ \$2.50 per line	0.00
7.5 Inches @ \$25.00 per inch	187.50
Notary Fee	5.00
Clerical Fee	2.50
Total Cost	195.00

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

JAN 23 2017

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

ATTY KEVIN R MCSPADDEN
PO BOX 2508
LOS ANGELES CA 90078

Account # 620052
Order # 81996802
Ad Price: 273.90

LEGAL NOTICE PENNSYLVANI

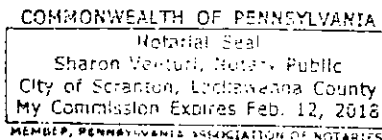
Being duly sworn according to law deposes and says that (s)he is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication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

10/05/2016

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 Sharon Ventura

Sworn and subscribed to before me
this 6th day of October A.D., 2016

Sharon Ventura
(Notary Public)



RECEIVED

JAN 23 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY
COMMISSION NOTICE

Applications of **Charity+Power, Inc.** For Approval To Offer, Render, or Furnish Services as a **Supplier, Aggregator, and Marketer/Broker** Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply or Electric Generation Services, To The Public In The Commonwealth Of Pennsylvania.

Charity+Power, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier of natural gas, and (2) a broker/marketer engaged in the business of providing natural gas services. **Charity+Power, Inc.** will also be filing an application with the PUC for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. **Charity+Power, Inc.** proposes to sell electricity, natural gas, and related services in the entire Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of

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:~~

October 7, 2016

RECEIVED

JAN 23 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

LEGAL NOTICES

**PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE**

Applications of **Charity + Power, Inc.** For Approval To Offer, Render, or Furnish Services as a Supplier, Aggregator, and Marketer / Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply or Electric Generation Services, To The Public In The Commonwealth Of Pennsylvania.

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Charity + Power, Inc.** may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to **Charity + Power, Inc.**'s attorney at the address listed below.

By and through Counsel:
Kevin R. McSpadden
Law Offices of Kevin R. McSpadden
PO Box 2508
Los Angeles, CA 90078
323-356-5793
866-465-1847

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 7th day of October

2016

Christina Dewald

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL

CHRISTINA DEWALD

Notary Public

CITY OF WILLIAMSPORT, LYCOMING COUNTY
My Commission Expires Apr 18, 2020

Notary Public

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:

For publishing the notice attached

hereto on the above state dates.....\$ 316.48

Probated same.....\$

Total.....\$ 316.48

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN-GAZETTE COMPANY hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

Law Offices of Kevin R McSpadden
PO Box 2508
Los Angeles CA 90078

REFERENCE: 91721 228517
PUC Notice

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

Tom Mezler, 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: 10/07/16

TOTAL COST: \$409.00 AD SPACE: 0 Lines

FILED ON: 10/07/16

RECEIVED

JAN 23 2017

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Applications of Charity+Power, Inc. For Approval To Offer, Render, or Furnish Services as a Supplier, Aggregator, and Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply or Electric Generation Services, To The Public In The Commonwealth Of Pennsylvania.

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By and through Counsel: Kevin R. McSpadden
Law Offices of Kevin R. McSpadden
PO Box 2508
Los Angeles, CA 90078
323-356-5793
866-465-1847

EP 228517

Sworn to and subscribed before me this 10th day of October 2016

Affiant: [Signature]

NOTARY: [Signature]

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL

Barbara J. Moore, Notary Public
City of Erie, Erie County

My Commission Expires March 23, 2020
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES



The Patriot News

LEGAL AFFIDAVIT

AD#: 0007857205

Commonwealth of Pennsylvania,) ss
County of Cumberland)

Victoria Soto being duly sworn, deposes that he/she is principal clerk of PA Media Group; that The Patriot News is a public newspaper published in the city of Mechanicsburg, with general circulation in Cumberland and Dauphin and surrounding counties, and this notice is an accurate and true copy of this notice as printed in said newspaper, was printed and published in the regular edition and issue of said newspaper on the following date(s):

The Patriot News 10/11/2016

Principal Clerk of the Publisher

Sworn to and subscribed before me this 12th day of October 2016

Notary Public

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL

Crystal B. Rosensteel, Notary Public
Susquehanna Twp., Dauphin County
My Commission Expires June 27, 2020

MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Applications of **Charlity + Power, Inc.**
For Approval To Offer, Render, or
Furnish Services as a **Supplier,
Aggregator, and Marketer/Broker**
Engaged In The Business Of Supplying
Natural Gas Supply Services and
Electricity Supply or Electric
Generation Services, To The Public In
The Commonwealth Of Pennsylvania.

Charlity + Power, Inc. will be filing an
application with the Pennsylvania
Public Utility Commission ("PUC") for
a license to provide natural gas supply
services as (1) a supplier of natural
gas, and (2) a broker/marketer
engaged in the business of providing
natural gas services. **Charlity + Power,
Inc.** will also be filing an application
with the PUC for a license to supply
electricity or electric generation
services as (1) a generator and supplier
of electric power, (2) a
broker/marketer engaged in the
business of supplying electricity, and
(3) an aggregator engaged in the
business of supplying electricity.
Charlity + Power, Inc. proposes to sell
electricity, natural gas, and related
services in the entire Commonwealth of
Pennsylvania under the provisions of
the new Natural Gas Choice and
Competition Act and the Electricity
Generation Customer Choice and
Competition Act.

The PUC may consider this
application without a hearing. Protests
directed to the technical or financial
fitness of **Charlity + Power, Inc.** may be
filed within 15 days of the date of this
notice with the Secretary of the PUC,
400 North Street, Harrisburg, PA 17120.
You should send copies of any protest to
Charlity + Power, Inc.'s attorney at the
address listed below.

By and through Counsel:

Kevin R. McSpadden

Law Offices of Kevin R. McSpadden

PO Box 2508

Los Angeles, CA 90078

323-356-5793

866-465-1847

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PA PUBLIC UTILITY COMMISSION
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 are complete.

Applicant: Charity & Power, Inc.

Applicant's Use		Signature	
	X	Filing Fee (CERTIFIED CHECK OR MONEY ORDER ONLY)	
	A	Application Affidavit	
	B	Operations Affidavit	
	F	Proof of Publication	
	D	Bond or Letter of Credit	
	G	Tax Certification Statement	
	E	Commonwealth Department of State Verification	
	C	Certificate of Service	

PUC Secretary's Bureau Use

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SECRETARY'S BUREAU

Appendix A

APPLICATION AFFIDAVIT

State of California:

: ss.

County of Los Angeles :

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

He is the Executive Director of Charity+Power, Inc.

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

That the Applicant herein Charity+Power, Inc. has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

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

That the Applicant herein Charity+Power, 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 Charity+Power, 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 18 day of October, 2016.

SEE ATTACHED

Signature of official administering oath

My commission expires _____.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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SECRETARY'S BUREAU

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)

County of Los Angeles)

On October 18, 2016 before me, Christine Nishioka, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Kevin McSpadden
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Christine Nishioka
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: Application Affidavit

Document Date: 10/18/2016 Number of Pages: 1

Signer(s) Other Than Named Above: No other Signer

Capacity(ies) Claimed by Signer(s)

Signer's Name: Kevin McSpadden

☐ Corporate Officer — Title(s): _____

☐ Partner — ☐ Limited ☐ General

☒ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: _____

Signer Is Representing: _____

Signer's Name: _____

☐ Corporate Officer — Title(s): _____

☐ Partner — ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: _____

Signer Is Representing: _____

Appendix B

OPERATIONS AFFIDAVIT

State of California:

: SS.

County of Los Angeles :

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

He is the Executive Director of Charity+Power, Inc.;

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

That Charity+Power, 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 Charity+Power, Inc., the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render electric 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 Charity+Power, 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 28 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 Gross Receipts and power 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).

As provided by 66 Pa. C.S. §2810 (C)(6)(iv), 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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SECRETARY'S BUREAU

Appendix B (Continued)

That Charity+Power, Inc., the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) 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 Bureau of Public Liaison 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 18 day of October, 2016.

SEE ATTACHED

Signature of official administering oath

My commission expires _____.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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PA PUBLIC UTILITY COMMISSION
SECRET CIVIL CODE § 1189

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Los Angeles)
On October 18, 2016 before me, Christine Nishioka, Notary Public,
Date Here Insert Name and Title of the Officer
personally appeared Kevin McSpadden
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Christine Nishioka
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: Operations Affidavit
Document Date: 10/18/2016 Number of Pages: 2
Signer(s) Other Than Named Above: No other signer

Capacity(ies) Claimed by Signer(s)

Signer's Name: Kevin McSpadden
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☒ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator
☐ Other: _____
Signer Is Representing: _____

Signer's Name: _____
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator
☐ Other: _____
Signer Is Representing: _____

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CHARITY+POWER, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

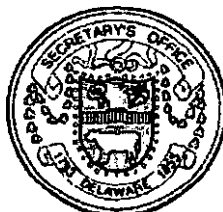
CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF OCTOBER, A.D. 2015, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CHARITY+POWER, INC.".

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



5856135 8100H
SR# 20165779460

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203031519
Date: 09-21-16

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A PUBLIC BENEFIT CORPORATION
Of

Charity+Power, Inc.
(name of corporation)

- **First:** The name of this Corporation is Charity+Power, Inc.
- **Second:** Its Registered Office in the State of Delaware is to be located at
One Commerce Center - 120 Street, in the City of Wilmington
County of New Castle Zip Code 19899
The Registered Agent in charge thereof is InCorp Services, Inc.
- **Third:** The specific public benefit purpose of the corporation is to
Promote the use of renewable resources for power
generation.
- **Fourth:** The amount of the total stock of this corporation is authorized to issue is
1,000 shares (number of authorized shares) with a par value
of \$0.01 per share.
- **Fifth:** The name and mailing address of the incorporator are as follows:
Name Kevin McSpadden
Mailing Address 2801 Belden Dr., Los Angeles, CA
Zip Code 90068
- **I, The Undersigned,** for the purpose of forming a corporation under the laws of the
State of Delaware, do make, file and record this Certificate, and do certify that the
facts herein stated are true, and I have accordingly hereunto set my hand this
14 day of October, A.D. 2015.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

BY: Kevin McSpadden
(Incorporator)

NAME: Kevin McSpadden
(type or print)

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

☒ Return document by mail to:
Kevin McSpadden
Name
2801 Belden Dr.
Address
Los Angeles, CA 90068
City State Zip Code
☒ Return document by email to:

Foreign Registration Statement

DSCB:15-412

(7/1/2015)



TML160929JF0689

Read all instructions prior to completing. This form may be sub

Fee: \$250

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 412 (relating to foreign registration statement), the undersigned foreign association hereby states that:

1. The type of association is (check only one):

- ☒ Business Corporation ☐ Limited Partnership ☐ Business Trust
☐ Nonprofit Corporation ☐ Limited Liability (General) Partnership ☐ Professional Association
☐ Limited Liability Company ☐ Limited Liability Limited Partnership

2. The full and proper name of the foreign association as registered in its jurisdiction of formation is:

Charity+Power, Inc.

2A. If the name in 2 does not contain a required designator or if the name in 2 is not available for use in the Commonwealth, the alternate name under which the association is registering in this Commonwealth is:

A resolution of the governors adopting the name in 2A for use in registering to do business in this Commonwealth must be attached.

3. The jurisdiction of formation is: Delaware

4. The street and mailing address of the association's principal office.

2801 Belden Dr., Los Angeles, CA 90068

Number and street

City

State

Zip

4A. The street and mailing address of the office, if any, required to be maintained by the law of the association's jurisdiction of formation in that jurisdiction:

2801 Belden Dr., Los Angeles, CA 90068

Number and street

City

State

Zip

PA DEPT. OF STATE

SEP 29 2016

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5. The (a) address of the association's proposed registered office in this Commonwealth or (b) name of its Commercial Registered Office Provider and the county of venue is:

Complete part (a) **OR** (b) – not both:

(a) _____
 Number and street City State Zip County
OR
 (b) c/o: InCorp Services, Inc. Dauphin County
 Name of Commercial Registered Office Provider County

6. Check one of the following:

- ☒ The association may not have series.
☐ The association may have one or more series.

7. Effective date of registration of foreign association (check, and if appropriate complete, one of the following):

- ☒ The Foreign Registration Statement shall be effective upon filing in the Department of State.
☐ The Foreign Registration Statement shall be effective on: _____ at _____
 Date (MM/DD/YYYY) Hour (if any)

8. To be completed by **Limited Liability Companies only**. Check, and if appropriate complete, one of the following:

☐ The association is a limited liability company which is not organized to render any of the below professional service(s).

☐ The association is a restricted professional limited liability company organized to render one or more of the following professional service(s): (If this box is checked, one or more of the fields below must be checked.)

☐ Chiropractic ☐ Dentistry ☐ Law ☐ Medicine and surgery
☐ Optometry ☐ Osteopathic medicine and surgery ☐ Podiatric medicine ☐ Public accounting
☐ Psychology ☐ Veterinary medicine

IN TESTIMONY WHEREOF, the undersigned association has caused this Foreign Registration Statement to be signed by a duly authorized representative thereof this 12 day of September, 2016.

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PA PUBLIC UTILITY COMMISSION
 SECRETARY'S BUREAU

Charity+Power, Inc.

Name of Association

[Signature]
 Signature

Executive Director

Title

Charity+Power, Inc.
Before the Pennsylvania Public Utility Commission

Attachment 

Certificate of Good Standing

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHARITY+POWER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHARITY+POWER, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF OCTOBER, A.D. 2015.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



5856135 8300

SR# 20165651099

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202971536

Date: 09-12-16

Appendix C

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

Example CERTIFICATE OF SERVICE

On this the 31 day of October 2016, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all **NON-CONFIDENTIAL** attachments have been served, as either a hardcopy or a searchable PDF version on a cd-rom, upon the following:

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2 West
Harrisburg, PA 17120

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

Small Business Advocate
Commerce Building, Suite 202
300 North Second Street
Harrisburg, PA 17101

Legal Department
West Penn Power d/b/a Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

Regulatory Affairs
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

Citizens' Electric Company
Attn: EGS Coordination
1775 Industrial Boulevard
Lewisburg, PA 17837

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

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

Director of Customer Energy Services
Orange and Rockland Company
390 West Route 59
Spring Valley, NY 10977-5300

Manager Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699

Legal Department
Attn: Paul Russell
PPL
Two North Ninth Street
Allentown, PA 18108-1179

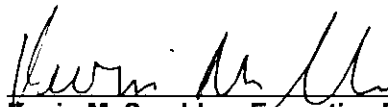
UGI Utilities, Inc.
Attn: Rates Dept. - Choice Coordinator
2525 N. 12th Street, Suite 360
Post Office Box 12677
Reading, Pa 19612-2677

Wellsboro Electric Company
Attn: EGS Coordination
33 Austin Street
P. O. Box 138
Wellsboro, PA 16901

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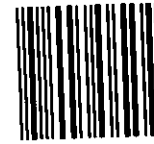
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU


Kevin McSpadden, Executive Director of
Charity+Power, Inc

2801 Belden Dr.
LA CA 90068



1000



17120

U.S. POSTAGE
PAID
LOS ANGELES, CA
90028
JAN 20, 17
AMOUNT

\$2.83

R2304N117275-01

Pennsylvania Public Utility Commission
Secretary
400 North Street, Keystone Bldg.
Harrisburg, PA 17120