

Charity+Power

PUBLIC VERSION

March 27, 2017

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

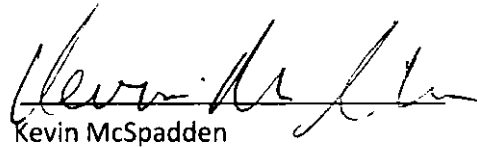
Re: Responses of Charity+Power, Inc. to Data Requests; Docket No. A-2017-2587808

Dear Ms. Chiavetta:

Please find attached the responses of Charity+Power, Inc. to the Data Requests of the Energy Industry Group. Please feel free to contact the undersigned with any questions regarding the application. Thank you for your assistance in processing these responses.

Sincerely,
CHARITY+PLUS POWER, INC.

By:



Kevin McSpadden
Executive Director

PA P.U.C.
SECRETARY'S BUREAU

2017 MAR 31 AM 10:36

PO Box 2508, Los Angeles, CA 90078

RECEIVED
323-356-5793 (phone)

866-465-1847 (fax)

Docket No. A-2017-2587808

Charity+Power, Inc.

Data Request

1. Reference Application, Section 7.b, Financial Fitness – Applicant has only provided projected cash flow. However, this is not sufficient to demonstrate financial fitness. Please provide additional financial information of the types listed in the application to demonstrate the company's financial fitness, or provide 3 recent consecutive months of bank account statements. Applicant can elect to mark submitted information as confidential.

[This information is confidential and has been redacted in the public version].

I, Kevin McSpadden, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).



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Docket No. A-2017-2587808
Charity+Power, Inc.
Data Request

2. Reference Application, Section 7.f, Taxation – Applicant provided a modified version of Appendix G, Tax Certification Statement. However, the version provided in the application packet is required with the blocks identified and fields filled in with the proper information. Please provide an updated Tax Certification Statement.

Please see attached.

I, Kevin McSpadden, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).



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**COMMONWEALTH OF
PENNSYLVANIA
PUBLIC UTILITY COMMISSION**

**Appendix G (CONFIDENTIAL)
TAX CERTIFICATION
STATEMENT**

A completed Tax Certification Statement must accompany all applications for new licenses, renewals or transfers. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 8 1/2" x 11" paper. Type or print all information requested.

1. CORPORATE OR APPLICANT NAME
Charity + Power Inc.

2. BUSINESS PHONE NO. (323) 356-5793
CONTACT PERSON(S) FOR TAX ACCOUNTS: Kevin McSpadden

3. TRADE/FICTITIOUS NAME (IF ANY)
N/A

4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE)
(ZIP) 2801 Belden Dr., Los Angeles, CA 90068

5. TYPE OF ENTITY ☐ SOLE PROPRIETOR ☐ PARTNERSHIP ☒ CORPORATION ☐ LLC
☐ OTHER (Describe...)

6. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICERS(S)

NAME (PRINT)	SOCIAL SECURITY NUMBER - For Sole Proprietor with NO EIN ONLY
<u>Kevin McSpadden</u>	<u> </u> - <u> </u> - <u> </u>
<u>Gene McCubbin</u>	
<u>Kemper McSpadden</u>	
<u>James Bowen</u>	

7. LIST THE FOLLOWING STATE & FEDERAL TAX IDENTIFICATION NUMBERS (ALL ITEMS A, B, & C MUST BE COMPLETED)

Applicant must provide explanation if submitting N/A for any items

Item A - Designated by the Pennsylvania Department of Revenue.

Item B - Designated by the Internal Revenue Service.

Item C - Designated by the Pennsylvania Department of Revenue. The Corporate Box number may also be referred to as the Corporate Account number.

A. SALES TAX LICENSE (8 DIGITS) <div> <div> <div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div> </div> <div> <div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div> </div> </div>	APPLICATION PENDING <input type="checkbox"/>	N/A <input checked="" type="checkbox"/>	C. CORPORATE BOX No. (7 DIGITS) <div> <div> <div></div><div></div><div></div><div></div><div></div><div></div><div></div> </div> <div> <div></div><div></div><div></div><div></div><div></div><div></div><div></div> </div> </div>	APPLICATION PENDING <input type="checkbox"/>
B. EMPLOYER ID (EIN) (9 DIGITS) <div> <div> <div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div> </div> <div> <div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div> </div> </div>	APPLICATION PENDING <input type="checkbox"/>	N/A <input type="checkbox"/>	- OR - REVENUE ID NUMBER (10 DIGITS) <div> <div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div> </div>	

8. Do you have PA employees, resident or non-resident? ☐ YES ☒ NO

9. Do you own any assets or have an office in PA? ☐ YES ☒ NO

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS

<u>Kevin McSpadden</u>	<u>Kevin McSpadden</u>	<u>Kevin McSpadden</u>
PA SALES AND USE TAX	EMPLOYER TAXES	CORPORATE TAXES

PHONE 323-356-5793 PHONE 323-356-5793 PHONE 323-356-5793

Telephone inquiries about this form may be directed to the Pennsylvania Department of Revenue at the following numbers: (717) 787-1064, TDD# (800) 447-3020 (Hearing Impaired Only)

Docket No. A-2017-2587808
Charity+Power, Inc.
Data Request

3. Reference Application, Section 8.a, Technical Fitness – Applicant has indicated in its summary of experience that it is licensed in the State of Ohio. Please provide copies of licenses for all states Charity+Power, Inc. is licensed in.

The Company is licensed in the States of Ohio, New Hampshire, and Illinois.

I, Kevin McSpadden, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Kevin M. McSpadden

PA P.U.C.
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**Public Utilities
Commission**

John Kasich, Governor
Asim Z. Haque, Chairman

Commissioners

Lynn Slaby
M. Beth Trombold
Thomas W. Johnson

PUBLIC UTILITIES COMMISSION OF OHIO

Certified as a Competitive Retail Electric Service Provider

Certificate Number:

16-1080E (1)

Issued Pursuant to Case Number(s):

16-0870-EL-AGG

A certificate as a Competitive Retail Electric Service Provider is hereby granted to, **Charity + Power Inc.** whose office or principal place of business is located at **2801 Belden Dr., Los Angeles, CA 90068** to provide **aggregation and power broker** services within the State of Ohio effective **May 23, 2016**.

The certification of competitive retail electric suppliers is governed by Section 4901:1-24-(01-13) of the Ohio Administrative Code, Section 4901:1-21-(01-15) of the Ohio Administrative Code, and Section 4928.08 of the Ohio Revised Code.

This Certificate is revocable if all of the conditions set forth in the aforementioned case(s) are not met.

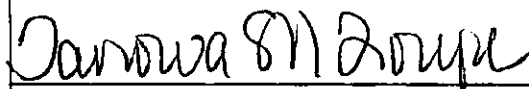
Subject to all rules and regulations of the Commission, now existing or hereafter promulgated.

Witness the seal of the Commission affixed at Columbus, Ohio.

Dated: **May 26, 2016**

By Order of

PUBLIC UTILITIES COMMISSION OF OHIO



Barcy F. McNeal, Secretary
Tanowa M. Troupe, Acting Secretary
Felecia D. Burdett, Acting Secretary

Certificate Expires: May 23, 2018

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

Charity+Power, Inc. :
 :
Application for Licensure of Agents, : 17-0070
Brokers and Consultants under :
Section 16-115C of the Public Utilities Act. :

ORDER

By the Commission:

I. INTRODUCTION

On February 6, 2017, Charity+Power, Inc. ("Applicant") filed a verified application with the Illinois Commerce Commission ("Commission") requesting a certificate of service authority to operate as an agent, broker, or consultant ("ABC") in Illinois pursuant to Section 16-115C of the Public Utilities Act ("Act"), 220 ILCS 5/1-101 et seq., and 83 Ill. Adm. Code 454, "Licensure of Retail Electric Agents, Brokers and Consultants" ("Part 454"). Applicant requests authority to offer services as an ABC for the procurement or sale of retail electricity supply for third parties in the State of Illinois. Since all of the information to grant the requested relief was contained in the Application, the hearing was waived.

II. REQUIREMENTS FOR ALL APPLICANTS UNDER SECTION 16-115C OF THE ACT

Applicant is a business organized under the laws of Delaware and authorized to transact business in Illinois. Applicant has certified that it will comply with all applicable regulations; that it will comply with informational and reporting requirements established by Commission rule; that it will comply with informational and reporting requirements pursuant to Section 16-115C of the Act; and that it will comply with all other applicable laws, regulations, terms, and conditions required to the extent they have application to the services being offered by an ABC. Applicant has agreed to ensure that any person who acts on its behalf will comply with all applicable sections of Part 454. Applicant agrees that it will remain in compliance with the provisions of the Act and Part 454, and will ensure that authorizations received from customers, and all other applicable records are retained for a period of not less than three calendar years after the calendar year in which they were created. Applicant has agreed to adopt and follow rules and procedures to preserve the confidentiality of its customers' data. The Applicant has also attested that no complaints have been filed against it for its provision of services in the electric or gas industry in the jurisdictions where it provides or is seeking to provide services.

III. FINANCIAL, TECHNICAL, AND MANAGERIAL REQUIREMENTS OF SECTION 16-115C

Applicant is required by Section 454.60 to demonstrate that it meets the managerial qualifications necessary to provide services as an ABC. Applicant must further provide an organizational chart that indicates the position of persons which satisfy the managerial qualification. Applicant has demonstrated that it meets the managerial qualifications set forth in Section 454.60 through Attachment A to the Application. Attachment A to the Application contains a corporate organizational chart and identifies the occupational background information of the persons being used to meet the requirements of Section 454.60(a). Attachment A contains occupational background information on the person or persons being used to meet the requirements of Section 454.60(a).

Applicant is required by Section 454.70 to demonstrate that it meets the technical qualifications necessary to provide services as an ABC. Applicant has demonstrated that it meets the technical qualifications set forth in Section 454.70 with the information provided in Attachment B. Attachment B contains occupational background information on the person or persons being used to meet the requirements of Section 454.70(a).

Pursuant to the requirements of Section 454.80 of Part 454, Applicant provided a surety bond in the amount of \$5,000 issued by a qualifying surety authorized to transact business in Illinois. Applicant further agrees to comply with the Code of Conduct for ABCs contained in Section 454.90.

IV. COMMISSION CONCLUSION AND CERTIFICATE OF SERVICE AUTHORITY

The Commission has reviewed the application and attachments provided by Applicant regarding the technical, managerial, and financial requirements and all other requirements of the Act and Part 454 and finds that the Applicant sufficiently demonstrates compliance with the requirements. The Commission concludes, therefore, that Applicant's request for a certificate of service authority to operate as an ABC in Illinois should be granted and should include the following authority:

CERTIFICATE OF SERVICE AUTHORITY

IT IS CERTIFIED that Charity+Power, Inc. is granted service authority to operate as an agent, broker, or consultant for the procurement or sale of retail electricity supply for third parties in the State of Illinois.

V. FINDINGS AND ORDERING PARAGRAPHS

The Commission, having reviewed the entire record, is of the opinion and finds that:

- (1) Charity+Power, Inc., a business organized under the laws of Delaware and authorized to transact business in Illinois, seeks a certificate of service authority to operate as an ABC under Section 16-115C of the Act;
- (2) the Commission has jurisdiction over the party hereto and the subject matter hereof;
- (3) the recitals of fact and conclusions reached in the prefatory portion of this Order are supported by the record and are hereby adopted as findings of fact;
- (4) Charity+Power, Inc. has demonstrated that it possesses sufficient financial, managerial, and technical resources and abilities to provide services as an ABC for the procurement or sale of retail electricity supply to third parties in the State of Illinois;
- (5) Charity+Power, Inc. has complied with Section 16-115C of the Act and Part 454; and
- (6) Charity+Power, Inc. should be granted a certificate of service authority to operate as an ABC as specified in this Order.

IT IS THEREFORE ORDERED by the Illinois Commerce Commission that Charity+Power, Inc. is hereby granted a Certificate of Service Authority authorizing it to operate as an agent, broker, or consultant; said Certificate of Service Authority shall read as that set forth in Section IV of this Order.

IT IS FURTHER ORDERED that Charity+Power, Inc. shall comply with all applicable Commission rules and orders now and as hereafter amended.

IT IS FURTHER ORDERED that, subject to the provisions of Section 10-113 of the Public Utilities Act and 83 Ill. Adm. Code 200.880, this Order is final; it is not subject to the Administrative Review Law.

By Order of the Commission this 15th day of March, 2017.

(SIGNED) BRIEN SHEAHAN

Chairman

THE STATE OF NEW HAMPSHIRE

CHAIRMAN
Martin P. Honigberg

COMMISSIONERS
Robert R. Scott
Kathryn M. Bailey

EXECUTIVE DIRECTOR
Debra A. Howland



PUBLIC UTILITIES COMMISSION
21 S. Fruit Street, Suite 10
Concord, N.H. 03301-2429

TDD Access: Relay NH
1-800-735-2964

Tel. (603) 271-2431

FAX (603) 271-3878

Website:
www.puc.nh.gov

November 17, 2016

Kevin McSpadden, Executive Director
Charity+Power, Inc.
PO Box 2508
Los Angeles, CA 90078

Re: DM 16-845 Charity+Power, Inc.
Application to Register as Provider of Electric Aggregation Service

Dear Mr. McSpadden:

On November 7, 2016, Charity+Power, Inc. submitted an application with the Commission to register as a provider of electric aggregation service. Staff reviewed the application and determined that it is complete.

The Commission approves your application effective as of November 16, 2016. The registration is for a term of two years and expires at the end of business on November 16, 2018. Pursuant to N.H. Code Admin. Rules Puc 2003.05(a), you must submit a renewal application at least 60 days prior to the expiration of the registration approved here, on or before September 17, 2018.

Please be aware that registered providers of electric aggregation service are subject to specific requirements contained in N.H. Code Admin. Rules Puc 2000 - Competitive Electric Power Supplier and Aggregator Rules. These rules are available at: <http://www.puc.nh.gov/Regulatory/Rules/PUC2000.pdf>. Please also be aware that the Commission has opened Docket DRM 13-151 to consider revisions to these rules. All non-confidential filings in Docket DRM 13-151 can be found at <http://www.puc.nh.gov/Regulatory/Docketbk/2013/13-151.html>. The revised rules may contain different requirements for maintaining registration as a provider of electric aggregation service that might affect your registration.

Please note that, effective as of July 1, 2014, each registered electric load aggregator is subject to an annual assessment of \$2,000, unless it demonstrates that its gross revenue in New Hampshire during the preceding fiscal year (from July 1 through June 30) was less than \$10,000, pursuant to RSA 363-A:2, III and 5.

Sincerely,

A handwritten signature in dark ink, appearing to read "Debra A. Howland".

Debra A. Howland
Executive Director

cc: Service List/Docket File

Docket No. A-2017-2587808
Charity+Power, Inc.
Data Request

4. Reference Application, Section 8.e, Officers – Applicant has listed four officers, but only provided a professional resume for Kevin McSpadden. Please provide detailed professional resumes for all the chief officers identified in the answer for Section 8.e.

Please see attached.

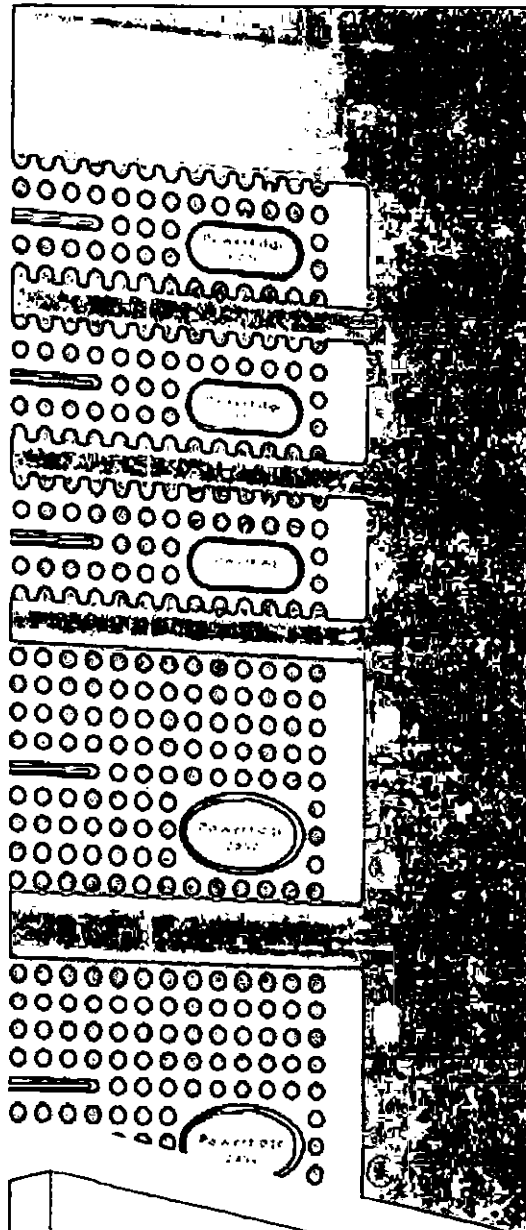
I, Kevin McSpadden, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).



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Gene McCubbin PRESS KIT

ABOUT

An accomplished entrepreneur, Gene 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.

gene@poplabs.com

832.646.9741

www.genemccubbin.com

www.poplabs.com

@genemccubbin

Gene McCubbin : BIOGRAPHY

From starting his first business at a local Junior High School, to selling shoes, waiting tables, and eventually finding his calling in technology... Gene's got started early as an entrepreneur. This yielded opportunities to learn from other young entrepreneurs and participate in several regional successes, including a position as Sales Manager at EqualNet Communications (1995 IPO), and National Director of Sales for DNS Communications through its eventual acquisition by Matrix Telecom. Before the age of 30, Gene had co-founded several local Houston-based web and technology service providers. These early efforts included National Accounts Services (acquired by DNS Communications), Axis Technologies & IC Solutions (acquired by Houston InterWeb), RealUse (acquired by Intergate).

In 2001, Gene founded Webxites, LP focusing on template based CMS technology for the SMB market. Within four years, the company had an annual run rate approaching \$20 million. In 2006, Gene structured a buyout of his former partners, sold off most of the company's CMS assets and began to push the company upstream towards the mid-sized business marketplace. Gene re-branded the company as Pop Labs, Inc in 2007 and the company is now one of the top ten interactive agencies in Texas.

Gene's success has stemmed from his insight into developing skillful management teams and committed employees who believe in and are devoted to a common vision. Moreover, his efforts have enabled others to learn and excel in their chosen field, establish broader careers, and increase their personal ability to earn income; both his employees as well as the recipients of his tireless community efforts.

Married at eighteen and having a first child shortly thereafter, Gene's first entrepreneurial attempt lead to his dropping out of college. Realizing a need for ongoing education, Gene endeavored to put himself in positions to learn from successful entrepreneurs and business people, seeking their dynamic wisdom and knowledge. With three children today and a wife of twenty-four years, Gene's entrepreneurial experiences have caused him to be featured in Success magazine, Entrepreneur magazine, INC. Magazine, the Houston Business Journal, the Edward Lowe Report (published by Kauffman Foundation), Octane magazine and many other national



publications. Gene was honored by the Houston Technology Center twice in the annual Celebration of Entrepreneurs Gala event, and has been nominated as a finalist for the E&Y Entrepreneur of the Year awards five times.

Gene has been a member of Young Entrepreneur's Organization (EO / YEO) since 1999, he was a founder of the Greater Houston Partnership's Emerging Business Council, he served on the Organizing Committee for the 2002 World Space Congress, founded TechExecs.org, has served on the advisory committee and is an active member of the Houston Angel Network (HAN). Gene volunteers for Junior Achievement and has been heavily involved in mentoring, teaching and helping raise money for the Prison Entrepreneurship Program (PEP) and is an Advisory Board member for New York based DEFY Ventures; both organizations that teach entrepreneurship to convicted felons. Gene is also on the Board of Directors for Crossroads Partnership for Youth, a mentoring program for at-risk juveniles.

Additionally, Gene has been an active mentor to fledgling entrepreneurs and students of both technology and entrepreneurship, and is a frequent speaker to education and business forums throughout the region, speaking annually at University of Houston and Rice University to their entrepreneur, MBA, and sales education programs. Pop Labs has also been a cash sponsor for the Rice University Business Plan Competition for the last three years.

Associations

- *Entrepreneurs Organization*
- *Young Entrepreneurs Organization*
- *Houston Interactive Marketing Association (HIMA)*
- *Houston Technology Center (HTC)*
- *Houston Advertising Federation*
- *Junior Achievement*
- *Greater Houston Partnership*

E: gene@poplabs.com
P: 832.646.9741
W: www.genemccubbin.com
www.poplabs.com
T: @genemccubbin

Gene McCubbin :FOUNDER



Specialists. Gurus. Artists. Magicians. Mad scientists. Innovators. We've heard the lot, but when it comes to describing who we are and what we do, our favorite has got to be "Go-To Guys." When it comes to our clients and the success of their businesses, we take immense pride in being their idea makers, implementers and support team.

Launching a successful marketing campaign (and making sure it stays successful) isn't as much an art as it is a science, and your dedicated team at Pop Labs has got the solution for you. With the right mix of graphic design, advanced marketing practices and up-to-date social media strategies, Pop Labs's custom approach to interactive and search engine marketing is your ticket to increased traffic, improved conversion rates and higher ROI for you and your business.

Founded in 2001, Pop Labs takes pride in being a single source solution for your marketing needs. We're not just a "design firm" or "search engine marketing company," we are a holistic interactive marketing and branding agency. While our most valuable asset is our people; what helps us deliver on target, on time, and above and beyond client expectations is the cult of training and processes we have established over the years. Your services are not dependent on one talented person, but a team of people with active investment in the outcome of the campaign.

As a result, we have grown to become one of the nation's leading digital media agencies.



SYNDICATED ARTICLES

Pop Labs Inc. Sees Surge In Hiring with Digital Media Budgets on the Rise <http://www.poplabs.com/pop-labs-sees-surge-in-hiring-with-digital-media-budgets-on-the-rise>

Pop Labs Named Best of Category for Web/Internet Services in AMA Houston's 2010 Marketer of the Year Competition

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1(800) 123-4567



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W) www.genemccubbin.com
www.poplabs.com
T) @genemccubbin

Gene McCubbin AWARDS

2011

- Nominated for Ernst & Young Entrepreneur of the year
- #1: Largest Houston-based Web Design and Development Companies (by revenue) by Houston BusinessJournal
- #1,565 in INC magazine INC 500/5000 awards
- AMA Houston's Marketer of the Year: Best of Category - Internet
- Gene McCubbin nominated for Ernst & Young Entrepreneur Of The Year 2011 Regional Awards

2010

- Nominated for Ernst & Young Entrepreneur of the year
- #1: Largest Houston-based Web Design and Development Companies (by revenue) by Houston BusinessJournal
- Houston Business Journal's Fast 100
- Inc. Magazine's list of America's Fastest-Growing Private Companies: # 721
- Gene McCubbin nominated for Ernst & Young Entrepreneur Of The Year 2010 Regional Awards
- Pop Labs, Inc. Receives 2009 Best of Business Award

2009

- Nominated for Ernst & Young Entrepreneur of the year
- #1: Largest Houston-based Web Design and Development Companies (by revenue) by Houston BusinessJournal
- #317: Inc. 500 Fastest Growing Private Companies in America
- Gene McCubbin and Kelsey Ruger named "Professionals on the Fast Track" by H Texas Magazine
- Nominated for the Statesman's Texas Social Media Award
- 2nd Place: AIR Interactive
- #9: Largest Houston-based Web Design and Development Companies by Houston BusinessJournal

2008

- Nominated for Ernst & Young Entrepreneur of the year
- #1: Largest Houston-based Web Design and Development Companies (by revenue) by Houston BusinessJournal
- #440: Inc. 500 Fastest Growing Private Companies in America
- #32: Inc. 500 Top 100 Advertising and Marketing Companies
- #9: Inc. 500 Top 50 Businesses in Houston-Sugarland-Baytown, TX Metroplex

- #9: Houston Business Journal's FastTech 50
- 1st Place: AIR Houston - Formula One Division
- 1st Place: AIR Houston - Stock Car Division
- 2nd Place: AIR Interactive
- People's Choice Award: AIR Interactive

2007

- Nominated for Ernst & Young Entrepreneur of the year
- #4,955: Inc. 5000 Fastest Growing Private Companies in America
- 1st Place: AIR Houston - Stock Car Division

2006

- Nominated for Ernst & Young Entrepreneur of the year
- #1: Largest Houston-based Web Design and Development Companies (by revenue) by Houston BusinessJournal
- #77: Deloitte Technology Fast 500 (National)
- 1st Place: AIR Houston - Formula One Division
- 1st Place: AIR Houston - Stock Car Division

2005

- #1: Largest Houston-based Web Design and Development Companies (by revenue) by Houston BusinessJournal
- #50: Entrepreneur Magazine's Hot 100 Fastest Growing New Companies in the U.S.(compiled by Pricewaterhouse Coopers)
- #26: Houston Business Journal's FastTech 50
- #7: Deloitte's Rising Star Award
- 1st Place: AIR Houston - Formula One Division
- 1st Place: AIR Houston - Stock Car Division

2004

- Regional Finalist for Ernst & Young Entrepreneur of the year
- #1: Largest Houston-based Web Design and Development Companies (by revenue) by Houston BusinessJournal
- Gene McCubbin named a finalist for the Ernst & Young Entrepreneur of the Year Award
- #5: Houston Business Journal's FastTech 50
- 1st Place: AIR Houston - Stock Car Division

2003

- #2: Houston in the PKF FastTech 50 Award
- #2: Houston Business Journal's FastTech 50

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I) @genemccubbin

JAMES D. BOWEN

1906 Perch Avenue
Moses Lake, Washington 98837
(509) 793-5808
jameszana@att.net

James Bowen is currently Corporate Counsel for REC Silicon Inc., a publicly traded manufacturer of polysilicon for the solar industry. James provides full legal support for over \$2 Billion of domestic operating assets producing product for customers located throughout the world. Legal work includes, corporate, sales, employment, litigation management, financing, HSEA, IP, procurement, real estate, and regulatory matters.

Prior to REC Silicon Inc., James was Associate General Counsel and Corporate Secretary to Gradient Resources Inc., a vertically-integrated geothermal power company. Work at Gradient Resources included the resolution of all matters concerning the company and its assets. James was also in-house counsel to Abengoa Bioenergy, an international biofuels company with nearly \$2 Billion in yearly sales providing full legal support for numerous operating subsidiaries. Abengoa Bioenergy is a division of Abengoa S.A., a Spanish publicly-traded company with nearly \$7 Billion in yearly sales at that time. Before going in-house, James worked at two large national law firms primarily focused on corporate, project finance, real estate, and development matters.

PROFESSIONAL EXPERIENCE

REC Silicon Inc. *Corporate Counsel*

Moses Lake, Washington
July 2013 – present

- Negotiate and draft: (i) procurement agreements and master services agreements; (ii) sales agreements; (iii) employment procedures and documents; (iv) financing and real estate documents; (v) demand letters; (vi) permits; and (vii) all various other legal documents.
- Research, review and advise HR, PSM, HSEA, and other departments regarding applicable laws and regulations.
- Structure, advise, and draft all documents for three significant reductions in force.
- Review and approve all documents of legal consequence including permits, RFPs, and reports to regulators.
- Develop and draft document retention, HIPAA, early retirement, anti-corruption, emergency squad, and other corporate policies.
- Strategize, advise and train executives, managers, and employees of the Company at all levels.
- Manage various litigation including employment lawsuits, EEOC claims, tort, and tax disputes.

Representative Transactions

- \$2 Billion separation from parent company
- \$1.3 Billion property tax dispute with the county
- \$200 Million construction project for two new generation polysilicon reactors

Gradient Resources *Associate General Counsel and Corporate Secretary*

Reno, Nevada
June 2010 – July 2013

- Negotiated and drafted syndicated project finance documents, corporate documents, secured loan transaction documents, equity financing documents, real estate documents, project development agreements, affiliate agreements, utility agreements, IP licenses, and procurement and sales contracts.
- Managed all litigation.

Representative Transactions

- \$850 Million syndicated project finance development
- \$750 Million joint venture for the development of two 60 MW geothermal projects
- \$390 Million syndicated project financing for the first phase of multi-phase geothermal facility
- \$155 Million EPC for a multi-phase geothermal power plant
- \$125 Million real estate secured loan convertible to stock equity
- \$65 Million loan secured by real estate and drill equipment

Abengoa Bioenergy
Senior Counsel

St. Louis, Missouri
February 2007 - June 2010

- Negotiated and drafted project finance, security, project, supply, utility, sales, and service documents.
- Structured post-closing transactions in accordance with lender covenants and obligations.
- Negotiated and drafted real estate documents, employment agreements, construction agreements, and NDAs.
- Drafted transloading, transportation, and operation agreements for barge and rail transactions.
- Drafted biomass supply agreements for agriculture residues, wood chips, and energy crops.
- Structured and negotiated multiple tax increment financings effectively reducing tax obligations.
- Drafted corporate and organization documents and structured and negotiated tax increment financings.

Representative Transactions

- \$985 Million PPA for 125 MW base load cogeneration facility
- \$700 Million portfolio syndicated project financing for two 100 mgy corn ethanol production facilities
- \$700 Million biomass to ethanol and power co-generation project development
- \$550 Million EPC for a biomass to ethanol and power cogeneration facility
- \$260 Million EPC for a 100 mgy ethanol production facility with international contractor Abener
- \$35 Million tax increment financings for two projects in Indiana and Illinois

Holland & Hart LLP (over 500 attorneys)
Renewable Energy/Business/Real Estate Attorney

Boise, Idaho
September 2005 - February 2007

- Negotiated and drafted corporate, project development, financing, and real estate documents.

Representative Transactions

- \$320 Million transaction for two 100 mgy undenatured ethanol production facilities
- \$65 Million transaction for a 40 mgy undenatured ethanol production facility
- \$60 Million membership interest transfer from a privately-held to publicly held ethanol company

Snell & Wilmer LLP (over 400 attorneys)
Real Estate/Business Attorney

Las Vegas, Nevada
July 2004 - September 2005

- Negotiated and drafted real estate, foreclosure, corporate, and M&A documents.

Representative Transactions

- \$100 Million land sale from a privately held homebuilder to the publicly held homebuilder Lennar
- \$85 Million sale of privately held software company to the publicly held company IBM
- \$70 Million sale of Swift Transportation's Auto Transportation Division to a private company

Idaho Supreme Court
Judicial Law Clerk

Boise, Idaho
June 2003 - July 2004

Researched and drafted prehearing memoranda, opinions, dissents, and special concurrences.

EDUCATION

Gonzaga University School of Law
J.D. *Magna Cum Laude*, GPA: 3.57, Class Rank: 8/135

Spokane, Washington
May 2003

Brigham Young University
B.S. Economics, GPA: 3.69

Provo, Utah
April 2000

Ricks College
A.S. Agriculture Business, GPA: 3.95

Rexburg, Idaho
April 1998

KEMPER J. McSPADDEN

1935 Orchid Street Sarasota, FL 34239 (941) 539-1002 kjmcsadden@gmail.com

Planning and Business Development Professional with experience in project -conception, -feasibility, -design, and -execution for the advancement of organizational objectives. Excellent problem-solving skills and methodical management of operations and personnel to realize and promote the values and visions of an organization. Promote employee -ethics and -excellence to motivate top-level performance. Proficient in MS Office Suite; MS Office 365; MacOSx Pages, Keynote and Numbers; Adobe Acrobat.

Core Competencies

- Business Plan Development
- Technical Feasibility
- Procurement
- Process Design & Implementation
- Regulatory Permitting
- Research & Data Analysis
- QA/QC Implementation
- Communication
- Technical Writing

Professional Experience

Owner/Operator, Serfurs, Sarasota, FL (25+hrs/week)

February 2016 - August 2016

Created (for my children's summer employment) an online store for the sale of beverages and food to customers on the beach

- Bookkeeping;
- Inventory procurement and vendor management;
- Formed collaborative relationships within local business community by offering their products for sale in Serfurs' online store;
- Developed and implemented logistics platform to provide real-time order status updates to customer;
- Developed, implemented and managed company's regulatory compliance schedules;
- Developed, implemented and managed company's public relations through online social media platforms.

Technology Member, Fuel Solutions LLC dba Louisiana EcoGreen LLC, Houma, LA (40+hrs/week) May 2009 - Present*

Served as the Science and Technical Managing Member

- Designed, constructed and patented supercritical reactor to produce biodiesel and potable water from sewage
- Wrote and performed bench- and pilot protocols for process verification and scale-up
- Designed, constructed and operated pilot plant that secured \$4.5MM funding for commercialization
- Wrote business plan and technical feasibility studies for commercialization of company's novel fuel production technology
- Designed commercial process as 'facility-wide, beneficial-use', recycler, zero-emitter; successively received regulatory exemptions (air-, water-, solid waste- exemptions)
- Created, implemented facilities start-up model that encompasses regulatory reciprocity in all 50 States eliminating time and expenses associated with traditional environmental permits
- Designed and supervised construction of on-site waste water system that also enabled Stormwater Permit exemption
- Wrote Spill Prevention Control & Countermeasure Plan for company's operations
- Recruited and managed EPC team for the design, construction and installation of commercial plant expected to be completed in early 2017.
- Worked with management and vendors for procurement of process and laboratory equipment
- Wrote industry-equivalent ISO 9001 QA/QC plan (BQ-9000) that incorporated both production and laboratory SOPs.

*Continue to provide long-distance counsel.

Consultant, Ed Bell&Associates, Morgan City, LA (40+ hrs/week)

January 2000 - May 2009

- USDA Business&Industry Loan Packager; 80% Success rate, facilitated more than \$130MM in B&I guaranteed loans
 - Verified merit of content of submitted business plans
 - Wrote required Technical Feasibility Studies for submitted business plans
 - Used GIS to document intended land-usage with respect to environmental regulations
 - Researched and compiled data from multiple agencies' databases to ensure business model compliance to applicable federal, state and local statutes
 - Managed written- and telephone- correspondence and conducted in-person presentations on behalf of clients to local, state and federal regulatory agencies

Education

Bachelor of Arts, University of Louisiana, Lafayette, LA

- Emphasis in Qualitative and Analytical Sciences

Awarded National Summer Scholarship, University of Texas M.D. Anderson Cancer Center, Houston, TX

- Dept. of Neurooncology; designed, conducted experiment for a novel analgesic delivery method to compromised patients

Gamma Beta Phi National Honor Society; Sigma Iota Rho National Honor Society

Kappa Sigma Fraternity

Docket No. A-2017-2587808

Charity+Power, Inc.

Data Request

5. Reference Application, Section 10.a, PJM – Applicant agreed to provide compliance with this requirement within 120 days of receiving its license, however this requirement is for companies providing retail electric supply service as suppliers and taking title to electric. If Charity+Power, Inc. intends to take title to electric and not just provide brokering services, please update the entire application accordingly. If Charity+Power intends to only provide brokering services, please provide an updated application page and select the “Acknowledged” box instead of the “Agreed” box.

Please see revised page attached.

I, Kevin McSpadden, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).



PA P.U.C.
SECRETARY'S BUREAU

2017 MAR 31 AM 10:38

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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).
- ☐ **AGREED** - Applicant will provide compliance with this requirement within 120 days of receiving its license
- x **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**

- 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).**

Docket No. A-2017-2587808
Charity+Power, Inc.
Data Request

6. Reference Application, Section 12, Newspaper Publications – Applicant has provided proofs of publications for the newspapers required by this application. However, the ad for the Scranton Times Tribune has been clipped to omit the last paragraph as well as the contact information of Charity+Power's counsel. If the original ad contains all the required information, please provide the ad in its entirety. If not, please provide another Proof of Publication with the entire ad visible using the submission method listed above.

Please see attached.

I, Kevin McSpadden, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).



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2801 Belden Dr.
LA CA 90068

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U.S. POSTAGE
\$3.50
FCM LG ENV
90028
Date of sale
03/28/17
06 2500
08312523

USPS® FIRST-CLASS MAIL®

SHIP
TO:

0 lb. 12.10 oz.

HARRISBURG PA 17120

ZIP



(420) 17120

Rosemary Chiavatta, Secretary
Pennsylvania Public Utilities Commission
400 North Street, Keystone Building
Harrisburg, PA 17120