

## BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Insight Sourcing Group, LLC, d/b/a Insight Sourcing Group, LLC, for approval to offer, render, furnish, or supply natural gas supply services as a(n) broker to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

### 1. IDENTIFICATION AND CONTACT INFORMATION

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

Insight Sourcing Group, LLC  
5555 Triangle Parkway, Suite 300, Norcross, GA 30092  
www.insightsourcing.com  
(888) 973-0208

- 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.

Registered Agent Solutions, Inc.  
125 Locust Street  
Harrisburg, PA 17101

- 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.

Jessica Taylor, Account Manager at LicenseLogix  
140 Grand St, Suite 300, White Plains, NY 10601  
Phone: (800) 292-0909 ext. 337 Fax: (212) 672-1105  
Email: JTaylor@LicenseLogix.com

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

Applicant is not using an Attorney

- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS:** Provide the name, title, address, telephone number, fax number, and e-mail **OF THE PERSON AND AN ALTERNATE PERSON (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 Natural Gas Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed NGSs.

Tommy Greer, VP Enterprise Energy Solutions  
5555 Triangle Parkway, Norcross, GA 30092  
Phone: (888) 973-0208 Fax: N/A  
tgreer@insightsourcing.com

David Brannen, Account Manager  
5555 Triangle Parkway, Norcross, GA 30092  
Phone: (888) 973-0208 Fax: N/A  
dbrannen@insightsourcing.com

**2. BUSINESS ENTITY FILINGS AND REGISTRATION**

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

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

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

**Or**

The Applicant will not be using a fictitious name.

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

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

The Applicant is a 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**

The Applicant is a:

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

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Registered as entity number 6601224. Attached in Exhibit 2.B-1
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation. Articles of Incorporation Exhibit 2.B-2
- Give name and address of officers. Certificate of Existence/Good Standing Exhibit 2.B-3  
Tom Beaty, CEO, 5555 Triangle Parkway Suite 300 Norcross, GA 30092  
Resume attached in Exhibit 8.E-1  
Anthony Godfrey, CFO, 5555 Triangle Parkway Suite 300 Norcross, GA 30092  
Resume attached in Exhibit 8.E-2

### 3. AFFILIATES AND PREDECESSORS

*(both in state and out of state)*

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

None

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.

None

#### 4. OPERATIONS

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

Definitions

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

- The Applicant is presently doing business in Pennsylvania as a
- natural gas interstate pipeline
  - municipality providing service outside its municipal limits
  - local gas distribution company
  - retail supplier of natural gas services in the Commonwealth
  - a natural gas producer
  - a broker/marketer engaged in the business of supplying natural gas services
  - Other. (Identify the nature of service being rendered)

**or**

- The Applicant is not presently doing business in Pennsylvania.

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

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

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

Insight Sourcing Group, LLC will be working direct with clients to provide brokerage services for the purchasing of electricity and natural gas. Insight Sourcing Group will not take title to electricity, but act as a broker between the customer and licensed electricity supplier.

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

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

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

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

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

Upon licensure

## 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.

Applicant has no proceedings to list

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

Applicant has no proceedings to list

- 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.

Applicant has no actions or complaints to list

- d. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any actions listed above. Applicant has no actions or complaints to list

## 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:

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

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

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

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

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

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

<p><b>Columbia Gas of PA, Inc.</b>  Michele Caddell  290 W. Nationwide Blvd.  Columbus, OH 43215  PH: 614.460.6841  FAX: 614.460.8447  e-mail: <a href="mailto:mcaddell@nisource.com">mcaddell@nisource.com</a></p>	
<p><b>Peoples Natural Gas – Equitable Division</b>  Lynda Petrichevich  225 North Shore Drive  Pittsburgh, PA 15212  PH: 412.208.6528  FAX: 412.208.6577  e-mail: <a href="mailto:Lynda.w.petrichevich@peoples-gas.com">Lynda.w.petrichevich@peoples-gas.com</a></p>	<p><b>National Fuel Gas Distribution Corp.</b>  David D. Wolford  6363 Main Street  Williamsville, NY 14221  PH: 716.857.7483  FAX: 716.857.7479  e-mail: <a href="mailto:wolfordd@natfuel.com">wolfordd@natfuel.com</a></p>
<p><b>The Peoples Natural Gas Company</b>  Lynda Petrichevich  225 North Shore Drive  Pittsburgh, PA 15212  PH: 412.208.6528  FAX: 412.208.6577  e-mail: <a href="mailto:Lynda.w.petrichevich@peoples-gas.com">Lynda.w.petrichevich@peoples-gas.com</a></p>	<p><b>PECO</b>  Carlos Thillet, Manager, Gas Supply and Transportation  2301 Market Street, S9-2  Philadelphia, PA 19103  PH: 215.841.6452  Email: <a href="mailto:carlos.thillet@exeloncorp.com">carlos.thillet@exeloncorp.com</a></p>
<p><b>Peoples TWP LLC (Formerly T. W. Phillips)</b>  Lynda Petrichevich  225 North Shore Drive  Pittsburgh, PA 15212  PH: 412.208.6528  FAX: 412.208.6577  e-mail: <a href="mailto:Lynda.w.petrichevich@peoples-gas.com">Lynda.w.petrichevich@peoples-gas.com</a></p>	<p><b>Philadelphia Gas Works</b>  Nicholas LaPergola  800 West Montgomery Avenue  Philadelphia, PA 19122  PH: 215.684.6278  email: <a href="mailto:nicholas.lapergola@pgworks.com">nicholas.lapergola@pgworks.com</a></p>
<p><b>UGI Central Penn</b>  David Lahoff  2525 N. 12<sup>th</sup> Street, Suite 360  Reading, PA 19612-2677  PH: 610.796.3520  Email: <a href="mailto:dlahoff@ugi.com">dlahoff@ugi.com</a></p>	<p><b>UGI</b>  David Lahoff  2525 N. 12<sup>th</sup> Street, Suite 360  Reading, PA 19612-2677  PH: 610.796.3520  Email: <a href="mailto:dlahoff@ugi.com">dlahoff@ugi.com</a></p>
<p><b>Valley Energy Inc.</b>  Robert Crocker  523 South Keystone Avenue  Sayre, PA 18840-0340  PH: 570.888-9664  FAX: 570.888.6199  email: <a href="mailto:bobc@ctenterprises.org">bobc@ctenterprises.org</a></p>	<p><b>UGI Penn Natural</b>  David Lahoff  2525 N. 12<sup>th</sup> Street, Suite 360  Reading, PA 19612-2677  PH: 610.796.3520  Email: <a href="mailto:dlahoff@ugi.com">dlahoff@ugi.com</a></p>

## 7. FINANCIAL FITNESS

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

Applicant will not take title to the gas and is not providing a bond for natural gas brokerage/marketer services.

- 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.

Exhibit 7.B-1 Actual Organizational Structure Exhibit 7.B-2 Summary Income Statements

Exhibit 7.B-3 Evidence of Applicant's Credit Rating Exhibit 7.B-4 Bank Reference Letter

Exhibit 7.B-5 Certificate of Liability Insurance

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

Not applicable

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

The supplier will pay broker fees to Insight Sourcing Group.



- 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.

Anthony Godfrey, CFO  
5555 Triangle Parkway, Suite 300, Norcross, GA 30092  
Phone: (770) 481-3030 Fax: N/A  
Email: Agodfrey@insightsourcing.com

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

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

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

See Appendix D, Note Items 7A and 7C are N/A as Insight Sourcing Group will not be taking title to the gas, and will not be collecting sales tax as part of its broker fees. ISG will report all income received through PA broker fees and pay all taxes due according to PA Department of Revenue rules.

## 8. TECHNICAL FITNESS:

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

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

Exhibit 8.A-1 Technical & Managerial Competency

Exhibit 8.A-2 Summary of Existing Licenses

Exhibit 8.A-3 Training & Marketing Materials

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

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

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

- Yes
- No

If yes, will the Applicant be using verification procedures?

- Yes
- No

If yes, describe the Applicant's verification procedures.

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

Insight Sourcing Group does not utilize subcontractors for marketing purposes. Insight Sourcing Group represents itself as a energy management consulting firm. Sample marketing materials are included in Exhibit 8.A-3. Additional materials are available for viewing on Insight Sourcing Group's website at <http://www.insightsourcing.com/services/enterprise-energy-solutions/>

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.

Tom Beaty, CEO Exhibit 8.E-1

Anthony Godfrey, CFO Exhibit 8.E-2

Anthony Godfrey, CFO Exhibit 8.E-2

## 9. DISCLOSURE STATEMENT:

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

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

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

ISGG is not providing a disclosure statement as it is applying for a license exclusively as a broker/marketer. However an example of ISG's energy procurement service agreement is included in Exhibit 9-1

## 10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

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

AGREED

- b. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission:
- Reports of Gross Receipts: Applicant shall file an annual report with the Commission on an annual basis no later than April 30<sup>th</sup> following the end of the calendar year per 52 Pa. Code § 62.110.

AGREED

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

AGREED

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

ACKNOWLEDGED

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

AGREED

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

AGREED

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

AGREED

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

AGREED

- i. **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.

PAYMENT ENCLOSED

**11. AFFIDAVITS**  
(All affidavits must be notarized before filing.)

- a.) **APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.
- b.) **OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the Public Utility Code of Pennsylvania and applicable federal and state laws. An example copy of this Affidavit can be found at Appendix B.

## 12. NEWSPAPER PUBLICATIONS

**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 NGDC. For example, an applicant that wants to operate in Peoples – Equitable 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.

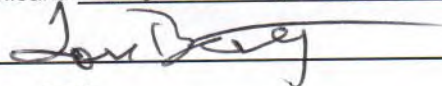
The only acceptable verification of this requirement is with Notarized Proofs of Publication, which may be requested from each newspaper and must be supplied with this application. Applicants do not need a docket number in their publication. Docket numbers will be issued when all criteria on the item 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
Columbia Gas	X	X		X		X	X
National Fuel Gas				X			
PECO			X				
Peoples - Equitable	X			X			
Peoples Natural Gas	X			X			X
Peoples TWP LLC				X			
Philadelphia Gas Works			X				
UGI		X	X		X		
UGI Central Penn	X	X	X	X	X	X	X
UGI Penn Natural		X			X	X	
Valley Energy					X	X	
Entire Commonwealth	X	X	X	X	X	X	X

*(Example Publications are provided at Appendices F and G)*


## 13. SIGNATURE

Applicant:: Insight Sourcing Group, LLC

By: 

Title: CEO

PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Document will be returned to the name and address entered below.			Foreign Registration Statement DSCB: 15-412 (rev. 2/2017)		
Shayna Desai					
Name					
140 Grand Street, Suite 300,					
Address			412		
White Plains	NY	10601			
City	State	Zip Code			

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$\$250.00  I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

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

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

Insight Sourcing Group, LLC

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:

3. The jurisdiction of formation: GA

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

5555 Triangle Parkway,Suite 300	Norcross	GA	30092
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:

5555 Triangle Parkway,Suite 300	Norcross	GA	30092
Number and street	City	State	Zip

Exhibit 2.B-1

DSCB:15-412-page2

5. The (a) address of the association's 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: REGISTERED AGENT SOLUTIONS, INC. Dauphin
Name of Commercial Registered Office Provider County

6. Check one of the following:

- [X] 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):

- [X] 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:

- [X] 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 5th day of September, 2017
this \_\_\_\_\_

Insight Sourcing Group, LLC

Name of Association

Tom Beaty

Signature

President

Title

# STATE OF GEORGIA

## Secretary of State

Corporations Division  
313 West Tower  
2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

### CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

Insight Sourcing Group, LLC  
a Domestic Limited Liability Company

was formed in the jurisdiction stated below or was authorized to transact business in Georgia on the below date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Docket Number : 14892200  
Date Inc/Auth/Filed: 12/23/2013  
Jurisdiction : Georgia  
Print Date : 08/31/2017  
Form Number : 211



A handwritten signature in black ink, appearing to read 'B. P. Kemp'.

Brian P. Kemp  
Secretary of State



**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**FOR**  
**INSIGHT SOURCING GROUP HOLDINGS, INC.**

The following Amended and Restated Articles of Incorporation of Insight Sourcing Group Holdings, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Georgia, were duly approved and adopted by written consent of the shareholders of the Corporation on December 31, 2013, upon the recommendation of the Board of Directors of the Corporation, pursuant to Sections 14-2-1003 and 14-2-1007 of the Georgia Business Corporation Code.

\*\*\*\*\*

**RESOLVED**, that the Articles of Incorporation of this corporation be amended and restated in its entirety to read as follows:

I.

The name of the corporation is: Insight Sourcing Group Holdings, Inc. (the "Corporation").

II.

(a) Number and Classes of Shares. The Corporation shall have the authority to issue Twenty Thousand (20,000) shares of capital stock, no par value per share, of which Ten Thousand (10,000) shares shall be designated "Class A Common Stock" and Ten Thousand (10,000) shares shall be designated "Class B Common Stock".

(b) Voting. Except as may be otherwise provided by law, (i) the Class A Common Stock shall vote together as a single class on all actions to be taken by the shareholders of the Corporation and (ii) the Class B Common Stock shall have no voting rights.

(c) Reclassification of Common Stock. Effective immediately upon the filing of this Amended and Restated Articles of Incorporation with the Secretary of the State of Georgia (the "Effective Time"), each share of the Corporation's common stock issued and outstanding (the "Old Common Stock"), shall be reclassified and converted into one (1) share of Class A Common Stock. The reclassification and conversion shall occur automatically without any further action by the holders of the Old Common Stock and whether or not the certificates representing such shares are surrendered to the Corporation. The Corporation shall, as soon as practicable after the Effective Time issue and deliver to the holders of Old Common Stock, a certificate or certificates for the number of shares of Class A Common Stock into which the Old Common Stock is converted into.

III.

The registered office of the Corporation is at 5555 Triangle Parkway, Suite 300, Norcross, Gwinnett County, Georgia 30092. The registered agent of the Corporation is Thomas F. Beaty.

IV.

The mailing address of the principal office of the Corporation is:

5555 Triangle Parkway, Suite 300  
Norcross, GA 30092

V.

The Corporation is organized for the purpose of engaging in any and all lawful businesses not specifically prohibited to corporations for profit under the laws of the State of Georgia, and the Corporation shall have all powers necessary to conduct any such businesses and all other powers enumerated in the Georgia Business Corporation Code or under any act amendatory thereof, supplemental thereto or substituted therefor.

VI.

No director of the Corporation shall have liability to the Corporation or to its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except that this Article VI shall not eliminate or limit the liability of a director: (i) for acts or omissions which involve intentional misconduct or a knowing violation of law; or (ii) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code. Neither the amendment nor repeal of this Article VI, nor the adoption of any provision of the Articles of Incorporation of the Corporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Article VI, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Georgia Business Corporation Code is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Georgia Business Corporation Code.

VII.

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action, or by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. All

Exhibit 2.B-2

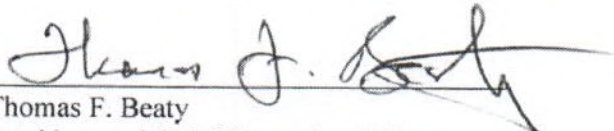
voting shareholders of record who did not participate in taking the action shall be given written notice of the action not more than ten (10) days after the taking of action without a meeting. An action by less than unanimous consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting.

[SIGNATURE ON FOLLOWING PAGE]

Exhibit 2.B-2

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed on the 23 day of December, 2013.

INSIGHT SOURCING GROUP HOLDINGS, INC.

By:   
Thomas F. Beaty  
President and Chief Executive Officer

# STATE OF GEORGIA

**Secretary of State**  
Corporations Division  
313 West Tower  
2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

## CERTIFICATE OF EXISTENCE

I, **Brian P. Kemp**, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**Insight Sourcing Group, LLC**  
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Docket Number : 14892200  
Date Inc/Auth/Filed: 12/23/2013  
Jurisdiction : Georgia  
Print Date : 08/31/2017  
Form Number : 211



A handwritten signature in black ink, appearing to read "B: P. Kemp". The signature is written in a cursive style and is located in the bottom right corner of the document.

Brian P. Kemp  
Secretary of State

**Tom Beaty**

tbeaty@insightsourcing.com

**PROFESSIONAL PROFILE**

Tom is the founder of Insight Sourcing Group and SpendHQ and has over 20 years of strategic sourcing and management experience. Early in his career, Tom led the turnaround of a 120-employee construction company, converting substantial losses to profitability in under a year primarily through cost optimization. This experience contributes heavily to his focus on delivering measurable results and high ROIs for clients.

Through his time with Insight Sourcing Group, Deloitte Consulting, and ICG Commerce, Tom has lead sourcing engagements for over 80 clients. In addition, he has been named a Top 40 Under 40 Executive in Atlanta (2007) and has been named a 'Pro to Know' by Supply & Demand Chain Executive Magazine (2008, 2009, 2010, & 2011). Tom founded the non-profit Witness to War Foundation ([www.witnesstowar.org](http://www.witnesstowar.org)) dedicated to preserving the oral histories of combat veterans. The Foundation has been featured on CBS Evening News and ABC Radio.

**SPECIALTIES**

Strategic Sourcing. Procurement-related consulting. Spend Visibility. Private Equity EBITDA Improvement.

**PROFESSIONAL EXPERIENCE**

**CEO**

**Insight Sourcing Group, Inc**

**2002 - Present**

Insight Sourcing Group is a fast growing, high performing management consulting firm. We have been named a 'Best Place to Work' in Atlanta (past six years), a Top 15 Consulting Firm to work for by Consulting Magazine, the 2012 Supply Chain Company of the Year by the Metro Atlanta Chamber of Commerce, an Inc. 500 fastest growing company (#227 in 2008, and Inc. 5000 every year since), a Top 100 Supply Chain firm nationally, and one of the top seven up and coming firms by Consulting Magazine.

ISG is privately held and has enjoyed profitable growth every year since founding. As founder and CEO, Tom focuses on firm strategy, client and employee satisfaction, and new product development.

ISG works with over 45 private equity firms and their portfolio companies as well as corporations from mid-market to Fortune 500 organizations. In 2011, ISG established Insight Sourcing Group-Europe through a joint venture, giving ISG access to over 200 strategic sourcing professionals across 10 global offices including Dusseldorf, Shanghai, and Mumbai.

Insight Sourcing Group works across all industries to provide targeted cost optimization and procurement-related services. Our end deliverables are measurable cost reduction and performance improvement. Our procurement analytics solution, SpendHQ, provides ongoing, crystal clear spend visibility. ISG specializes in strategic sourcing, procurement transformation, group purchasing programs, and enterprise energy solutions.

Insight Sourcing Group blends the resumes and expertise of the larger firms with entrepreneurial flexibility and the power of focus. We engage with our clients in a way that works for them and we guarantee results.

## Exhibit 8.E-1

### CEO SpendHQ, LLC

2011- Present

SpendHQ, LLC is an affiliate company of Insight Sourcing Group. SpendHQ is an innovative SaaS-solution focused on taking a company's spend data, wherever it may reside, and transforming it into value driving insights. This data is made available to our customers through our award winning SaaS-based platform.

SpendHQ is unique because it is one of the only spend visibility platforms built by sourcing professionals and used by the designers every day for its intended purpose. This close connection to the marketplace means that SpendHQ drives a level of insight that only true sourcing professionals can appreciate. In addition, at SpendHQ, we believe that procurement professionals should focus on driving value for their organizations and not waste time manipulating data. We do that for them and present the data back in one of the easiest-to-uses interfaces in the market. Analysts to CEOs can use it with little to no training.

SpendHQ was created as an internal tool for Insight Sourcing Group in 2006 and later offered only to customers. Today, SpendHQ is offered to all companies and is in use by organizations ranging from Fortune 500 companies to private equity portfolio companies.

SpendHQ is growing at a rate exceeding 100% per year.

### Managing Director, Founder Witness to War Foundation, Inc. (Non-Profit Organization – 501c3)

2002 - Present

Witness to War is a non-profit dedicated to preserving the oral histories of combat veterans. We have interviewed over 1,500 WWII, Korea, and Vietnam War veterans plus veterans of the current wars. WTW provides free DVDs to the veterans plus plans to donate all interviews to the Library of Congress.

WTW professionally edits the 1-4 hour interviews into 1-5 minute vignettes for easy consumption by today's media-savvy generations. The website, [www.witnesstowar.org](http://www.witnesstowar.org), has over 1,500 war stories in digital video plus hundreds of photos taken by vets in the combat theater. Our mission is to: Preserve, Honor, & Educate.

Tom Beaty founded Witness to War in 2002. Today, Insight Sourcing Group hosts a dedicated WTW interview studio in its offices in Norcross, Georgia. WTW has been featured on Fox News, CNN (Live), CBS Evening News with Katie Couric, on the front page of the Boston Globe and the Atlanta Journal Constitution, and in Inc. magazine, as well as multiple other media outlets.

### Director ICG Commerce

2000 – 2002

Led complex strategic sourcing and process reengineering engagements for large and mid-sized organizations. Specialized in spend consolidation across holding companies and historically decentralized organizations. ICG Commerce was later renamed Procurian and was acquired by Accenture in 2013.

### Manager Deloitte Consulting

1997 – 1999

Led highly complex consulting projects for Fortune 100 clients to drive change and to achieve corporate objectives.

## EDUCATION

Emory University, Atlanta, GA – Masters of Business Administration – Goizueta Business School  
University of North Carolina, Chapel Hill, NC – Bachelors of Arts

Exhibit 8.E-2

E. ANTHONY GODFREY, CPA  
404-772-3874  
anthonygodfrey@att.net

PROFESSIONAL PROFILE

Over twenty-five years of progressive hands on management experience and accomplishments utilizing expertise in business and operations management, accounting & finance, treasury functions, administration, organization, auditing and accounting software implementation, POS software implementation, mergers and acquisitions in public & private companies.

KEY AREAS OF EXPERTISE

- |                                    |                            |                             |
|------------------------------------|----------------------------|-----------------------------|
| - Financial Reporting / Analysis   | - Process Reengineering    | - Mergers & Acquisitions    |
| - SEC Reporting                    | - Financial Consolidation  | - Investor Relations        |
| - Management Experience            | - Budgeting & Forecasting  | - Team Building             |
| - Public Company Experience        | - Manufacturing Experience | - Excellent Software skills |
| - Internal Auditing                | - Inventory Management     | - Cost Accounting           |
| - International / Foreign Currency | - Non Profit Accounting    | - Board Relationships       |

SOFTWARE

Microsoft Office, EPICOR, Great Plains, Compeat, Hot Schedules, Black baud, Gateway ticketing, Galaxy, QuickBooks Certified, Peachtree, Microsoft Dynamics, Mas 90, Mas 200, Microsoft FRX, FACTS, Artsyl, Posi Touch, Guest Metrics, Managers Plus

PROFESSIONAL EXPERIENCE

**Vice President & Chief Financial Officer** 2014 - Present  
Insight Sourcing Group, Inc  
Annual Revenue \$35MM

- Created new budget procedure
- Implemented new accounting software
- Created new operating dashboards
- Secured new operating line of credit

**Chief Financial Officer** 2010- 2014  
LHRC (Privately Held Group)  
Annual revenue \$45MM

- Selected and implemented new accounting software and POS software
- Secured new multi-million dollar line of credit for business growth
- Created new budgeting process and new dashboard reporting
- Created new accounting procedures and operating procedures manual
- Created short and long term business plan for growth
- Created department goals with measurement tools to develop team
- Implemented a paperless system to become more efficient and cost effective

**President / CFO / COO** 2005 - 2010  
Georgia Aquarium, Inc. (Non-Profit Organization – 501c3)  
Annual revenue \$125 million

- Secured \$80,000,000 bond for expansion
- Created entire finance & accounting systems and procedures & internal control procedures
- Created and implemented investment program
- Created and implemented strategic long term business plan
- Created and implemented all operating reports with metrics to measure performance
- Selected & implemented accounting software, POS software and fixed asset tracking software
- Created annual budgeting and forecasting models
- Created and presented quarterly board presentations



Exhibit 8.E-2

**Corporate Controller**

1999 – 2005

Intown Suites, Inc. (Privately Held Company in Hospitality Industry- \$200M acquisition of Suburban Lodge)

Annual revenue \$130 million

- Improved accounting procedures to produce monthly financial statements by 3<sup>rd</sup> working day
- Managed the integration of payroll systems and hotel POS software with accounting software that saved both time and money
- Established an internal auditing function to monitor cash reporting and operational functioning of all hotels
- Merger and acquisition: Due diligence phase thru coordinating the merging of accounting systems, procedures and staff after completion of a \$200 million acquisition of a competitor
- Developed efficient annual budgeting process and forecasting
- Created daily cash flow forecast and tracking reports and investment reports
- Created procedures and policies for company consolidations
- Streamlined sales & use tax and property tax reporting
- Created complete set of procedure manuals for accounting and operations
- Implemented cost cutting bid process for purchasing department

**Chief Financial Officer & Corporate Secretary**

1997 – 1999

**Corporate Controller**

1991 – 1997

VSI Enterprises, Inc. (Public Company in hi-tech industry- Manufacturer and Distributor)

Annual revenue \$30 million

- Performed accounting software implementation for company and all companies acquired
- Managed merger and acquisition of domestic and international companies
- Member of management team that took company public
- Negotiated an asset based lending agreement with Fidelity Funding for expansion
- Demonstrated effectiveness in cost control by reducing inventory by \$1,750,000 and SG&A expenses by \$600,000 in a very high tech industry
- Conducted investor relations presentations and accurately filed all SEC reporting requirements for publicly traded company
- Developed detail job cost reports to track manufacturing / integration operations
- Created automated financial statement consolidations with foreign currency exchange
- Created and audited procedures to properly record software revenue recognition
- Raised over \$2 million in equity capital thru private placement.
- Created and implemented all cash, payroll, purchasing, A/P, A/R, general ledger, audit and inventory procedures
- Completely reengineered annual budgeting processes and forecasting
- Thru automation, was able to reduce staffing for office administration, IT and HR
- Created key metrics report to track important data daily, weekly and monthly
- Created and presented monthly board reports
- Created and presented financial quarterly shareholder's report

EDUCATION

University of South Carolina, Columbia SC – Bachelor of Science in Business Administration - Accounting

PROFESSIONAL AFFILIATIONS

- CPA, State of Georgia
- Member, American Institute of Certified Public Accountants - AICPA
- Member, Georgia Society of CPA's
- CFO Roundtable
- CFO Leadership
- Member, Association of Zoos and Aquariums
- Member, Financial Executive Network Group - FENG

## Exhibit 8.E-3

### **Tommy E. Greer, Jr.**

9470 Mistwater Close Roswell, GA 30076

678-296-1776 (c)

email: tommy\_greer@bellsouth.net

### **Business Achievements**

#### **Proven Energy Supply/Demand Management success for a progressive, market-oriented company.**

- Developed global energy supply & demand management business growing to \$6 billion spend under management.
- Transformed 8 person supply-side consulting firm in Atlanta to global business with 30 employees and \$12M in annual revenue in 30 months.
- Successfully built 3 energy supply and demand-side consulting businesses...sold after maximizing recurring revenue (3 yr growth period for each – GE, UAI and Procurian).
- Acquired diversified supply chain experience globally in the electricity, natural gas, coal and fuel oil industry in both the unregulated and regulated arena.
- Negotiated implementation of capital projects through integration of supply side program.
- Rated “Top Performer” managing GE and Accenture’s energy organization.

### **Education**

**B.B.A. - Finance Major - G.P.A. 3.34, Columbus State University, Columbus, Georgia 1994 -  
Graduate School G.P.A. 4.0, Columbus State University, Columbus, Georgia.**

- Ranked in the top 3% of students tested in business comprehension at Columbus State.
- Ranked in the top 13% of students tested nationwide.
- Selected for internship by the School of Business Dean for marketing at the Chamber of Commerce.

### **Industry Accomplishments**

#### **Recognized as “Top Performer” at GE and “Significantly Above” at Accenture for outstanding performance in development of energy supply/demand management program.**

- Successfully created commercialized energy supply/demand management business to source energy, develop/implement price/risk management strategies, optimize regulated rates and implement energy conservation measures for global companies.
- Identified and managed external partners to optimize energy saving results to internal and external clients.
- Created network of external “agents” with C-Level relationships to expedite growth and generate high volume of sales activity.
- Accomplished diversity in revenues through a balanced approach to fixed fee, shared savings and broker fee structures.

## Exhibit 8.E-3

### Professional Experience

10/14 to current

Insight Sourcing Group, LLC – Atlanta, GA  
**VP Enterprise Energy Solutions**

- \* Started an energy supply & demand side consulting practice for existing procurement organization
- \* Leveraged supply-side services to establish DSM by agreeing to financial criteria with 2 national retailers and 1 industrial manufacturer during the same time period
- \* Established network of energy suppliers to support the business nationally (broker agreements and state licenses where required)
- \* Created proprietary database for market intelligence to support a successful regulated rate analysis service for differentiation purposes
- \* Successfully competed against Schneider, Ameresco and Ecova to transition 8 clients in the last 4 months
- \* Navigated existing company C-Suite network to effectively expand/upsell services

6/07 to 10/14

Accenture, LLP, Procurian, Inc. and Utilities Analyses, Inc – Atlanta, GA  
**VP Business Development**

- \* Created/managed 8 person sales team consisting of internal resources, external agents and channel partners
- \* Grew revenues 4 times historical 12 months by broadening services and leveraging new sales channels
- \* Developed new programs targeting a specific class of client resulting in multi-million dollar fees from individual clients
- \* Coordinated demand response programs with providers and end-use clients.
- \* Created national program to enhance demand-side offering with supply-side solutions.
- \* Initially coordinated and managed national operations team in the delivery of energy supply/demand services to clients.
- \* Selected and managed external partners to augment existing staff in execution of services.
- \* Conduct presentations for energy management services to customers at the corporate and facility level.
- \* Manage Client Management team to transition and implement energy supply/demand management services.
- \* Origination of Energy Supply/Demand Management Services for Government/Commercial/Industrial clients.

3/05 to 6/07

GE Energy/Corporate Licensing & Trading – Princeton, NJ  
**Energy Supply & Demand Business Development/Program Director**

- \* Created energy supply/energy efficiency management program integrating internal process with external offering for \$3 billion/yr energy spend across 6,000 facilities globally.
- \* Selected and managed external partners to meet client obligations relative to the procurement of energy, price-risk management, demand response, utility rate optimization, data management, as well as demand response, energy conservation, sustainable and renewable projects.
- \* Managed internal team of risk management consultants relative to natural gas and electric commodities (physical and financial).

### Exhibit 8.E-3

- \* Established process protocol for energy procurement, risk management, rate optimization, energy conservation identification/implementation and data information management globally.
- \* Coordinated operational delivery of energy supply/demand management program with various regional personnel and partners in North America and abroad.
- \* Created program to integrate supply side program with demand side solutions.
- \* Integrated facility modeling tool to optimize the purchase of energy across portfolio.
- \* Conducted presentations for energy supply/demand management services at the corporate and facility level.
- \* Developed strategic relationships internally and externally to optimize energy purchasing program through aggregation, etc.

2/03 to 3/05

Ameresco Energy Services – Dallas, TX  
**Manager, Energy Supply Business Development**

- \* Created national program to enhance demand-side offering with supply-side solutions.
- \* Coordinated and managed national operations team in the delivery of energy supply/demand services to clients.
- \* Selected and managed external partners to augment existing staff in execution of services.
- \* Conduct presentations for energy management services to customers at the corporate and facility level.
- \* Provide risk management consultation relative to natural gas and electric commodities
- \* Manage the transition and implementation of energy supply/demand management services.
- \* Origination of Energy Supply/Demand Management Services for Government/Commercial/Industrial clients.
- \* Identified creative financing alternatives for clients to optimize benefits through energy conservation management program.

6/01 to 2/03

TXU Energy – Dallas, TX  
**Energy Manager, Strategic Accounts**

- Manage the financial performance for Industrial/Commercial Strategic Accounts (Energy Supply Procurement, Rate Optimization, Risk Management, Data Management and Demand-side solutions).
- Identify and execute capital projects based on meeting customer financial criteria.
- Implement and coordinate supply management, DSM and Consolidated services.
- Optimize Energy Supply Services Contract to maximize TXU margin.
- Negotiate contract structure to include benchmark and performance criteria.
- Manage both internal and external resources in order to achieve mutually beneficial goals.
- Lead commodity/demand projects through relationships with client C-Suite (CFO-COO) level personnel.

9/98 to 6/01

Aquila Energy (Utilicorp Energy Management)– Kansas City, MO  
**National Account Energy Manager**

- \* Provide risk management consultation relative to natural gas and electric commodities
- \* Managing power and Nat. gas supply for 80 industrial plants across the US
- \* Manage energy supply procurement, as well as daily energy responsibilities for national account sites.
- \* Create and manage RFQ process for customers, in addition to generating proposals.

### Exhibit 8.E-3

- \* Negotiate bypass, balancing penalties and transportation rates with a large number of LDC's and suppliers.
- \* Identify and execute capital projects based on meeting customer financial criteria
- \* Implement and coordinate supply management, DSM and Consolidated services.
- \* Conduct presentations for energy management services to customers at the corporate and plant level..
- \* Conduct presentations for energy management services to customers at the corporate and plant level.

5/88 to 9/98

ATMOS Energy - United Cities Gas Company - Columbus, GA & Overland Park, KS

#### **Industrial/Commercial Accounts – Sales Representative**

- \* Presented energy analysis to customers and rate analysis to management, whereby both could make informed business decisions.
- \* Influenced and developed relationships with energy service companies, engineering and architectural firms in the K.C. metro area.
- \* Negotiated transportation and main extension agreements with customers.
- \* Converted electric equipment to natural gas when economically feasible.
- \* Represented company as primary negotiator and influencer in marketing natural gas to customers in the Kansas, Iowa and Missouri territories.
- \* Provided consultation to large volume customers about the benefits and pitfalls of transporting natural gas in a deregulated environment.
- \* Developed strategy for marketing representatives to utilize when competing for gas cooling and multi-family projects.

**Exhibit 7.B-1 Actual Organizational Structure  
Financial Fitness (Financial Records, Statements, and Ratings)**

Insight Sourcing Group, LLC, a Domestic Limited Liability Company, is a wholly owned subsidiary of Insight Sourcing Group Holdings, INC., a Domestic For-Profit Corporation.

# Exhibit 8.A-1 Technical & Managerial Competency

2017

# Team Bios



**Tom Beaty**  
President

Tom is the founder of ISG and has over 20 years of strategic sourcing and management experience. Early in his career, Tom led the turnaround of a 120-employee construction company, converting substantial losses to profitability in under a year primarily through cost optimization. This experience contributes heavily to his focus on delivering measurable results and high ROIs for clients.

Through his time with Insight Sourcing Group, Deloitte Consulting, and ICG Commerce, Tom has lead sourcing engagements for over 80 clients. In addition, he has been named a Top 40 Under 40 Executive in Atlanta (2007) and has been named a 'Pro to Know' by Supply & Demand Chain Executive Magazine (2008, 2009, 2010, & 2011). Tom founded the non-profit Witness to War Foundation ([www.witnesstowar.org](http://www.witnesstowar.org)) dedicated to preserving the oral histories of combat veterans. The Foundation has been featured on CBS Evening News and ABC Radio.

**Education:** MBA, Emory, Goizueta Business School (awarded the Woodruff Fellowship, Emory's highest honor); BA, University of North Carolina at Chapel Hill



**Tommy Greer**  
Vice President

Executive  
Energy  
Program

Tommy has over 26 years of energy cost optimization experience partnering with utilities, local distribution companies, energy suppliers, energy service companies, and energy users across both regulated and deregulated energy markets. Prior to Insight Sourcing Group, Tommy developed the energy supply-sourcing program for General Electric (GE). Tommy is also a former leader of the Energy procurement practices at ICG Commerce/Procurian and most recently, Accenture.

**Education:** BA, Columbus State University



**Kathy Couper**

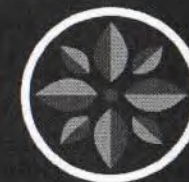
Regulated  
Rates Tariffs &  
Renewables  
Utility Bill Audits

Kathy has 20 years of experience related to utility rate design and analysis. Specialties include rate tariff analysis to support client's efforts to reduce utility costs in regulated utility markets. Skills include negotiating and sourcing strategic pricing options, alternatives, incentives, rebates or refunds that result in on-going client savings. Deep client expertise across many business sectors including telecommunications, manufacturing, and retail. Kathy was formerly the Energy Delivery Lead at Accenture where she developed and implemented cost reduction plans for strategic energy clients.

**Education:** MBA, Georgia State University, BS in Industrial Engineering, Georgia Institute of Technology



# Team Bios



**Michael Kemp**

Client Manager &  
Operations

Michael has experience in designing rate tariffs for electric municipals and cooperatives, as well as procurement strategies for wholesale energy procurement. In addition to wholesale market experience, Michael has extensive experience in procuring electricity requirements of retail, industrial, and distribution companies. Internally, Michael leads the delivery team and the overall operations of the Energy Practice at ISG.

**Education:** BS in Industrial & Systems Engineering, Georgia Institute of Technology



**Erik Pearson**

Electricity  
Procurement  
Energy Efficiency

Erik is focused on developing and executing comprehensive energy management strategies for national commercial and manufacturing clients. Erik leverages experience in strategic energy procurement, bill processing and energy information management, and demand side technologies to help clients reduce their operating expenses and meet their sustainability goals. Prior to ISG, worked at Southern Company and as a consultant with the Tennessee Valley Authority.

**Education:** BS with Honors in Nuclear & Radiological Engineering, Georgia Institute of Technology



**Ben Saunders**

Natural Gas &  
Risk  
Management

Ben's analytical, sourcing, and negotiations experience focuses on large commercial and industrial clients nationwide. Ben assists clients in developing strategy both at an enterprise-wide level as well as identifying actionable insights from utility bill data and supplier contracts.

**Education:** BS in Business Administration, UNC Chapel Hill



**David Brannen**

Electricity and  
Natural Gas  
Procurement &  
Risk  
Management

David is focused on developing and executing comprehensive sourcing strategies across national retail, manufacturing, and commercial clients. David serves ISG's energy clients in a proactive manner, leveraging in-depth utility knowledge and data-driven insights to identify customized opportunities to reduce costs and manage risk in each market.

**Education:** BS in Mechanical Engineering with High Honors, Georgia Institute of Technology

# ISG Energy's core services are built to implement best-in-class energy management strategies for all of our clients



## Enterprise Energy Solutions

		Solution	Value
Data Management	1	<b>Data Management / Utility Bill Audit</b>	
		<ul style="list-style-type: none"><li>• Energy Information Management System that audits utility invoices for errors and misapplications</li><li>• Utility bill processing service</li></ul>	<ul style="list-style-type: none"><li>• Facility benchmarking and visibility</li><li>• Consolidated reporting</li><li>• Reduced billing errors</li></ul>
Price Management	2	<b>Energy Procurement / Risk Management</b>	
		<ul style="list-style-type: none"><li>• Proactively manage supply contracts and reduce market risk driven by commodities prices and supplier competitiveness</li></ul>	<ul style="list-style-type: none"><li>• Proactive price management</li><li>• Structured purchasing strategy and effective execution</li><li>• Volatility management</li></ul>
Demand Management	3	<b>Regulated Rate Optimization</b>	
		<ul style="list-style-type: none"><li>• Analyze, identify, negotiate, and implement more economical utility rates with existing regulated utility providers</li></ul>	<ul style="list-style-type: none"><li>• Drive value in regulated markets</li><li>• Optimize rate tariffs based on consumption patterns</li><li>• Proactively adapt to regulatory changes</li></ul>
Demand Management	4	<b>Energy Efficiency / Renewables</b>	
		<ul style="list-style-type: none"><li>• Reduce OpEx by installing more efficient equipment and managing demand during peak hours</li><li>• Assess renewables as a price advantage against market prices</li></ul>	<ul style="list-style-type: none"><li>• Increase NOI</li><li>• Increase returns on capital budget</li><li>• Reduce carbon footprint in a financially attractive way</li></ul>

# A best-in-class energy management program executes on immediate opportunities while maximizing long term benefits



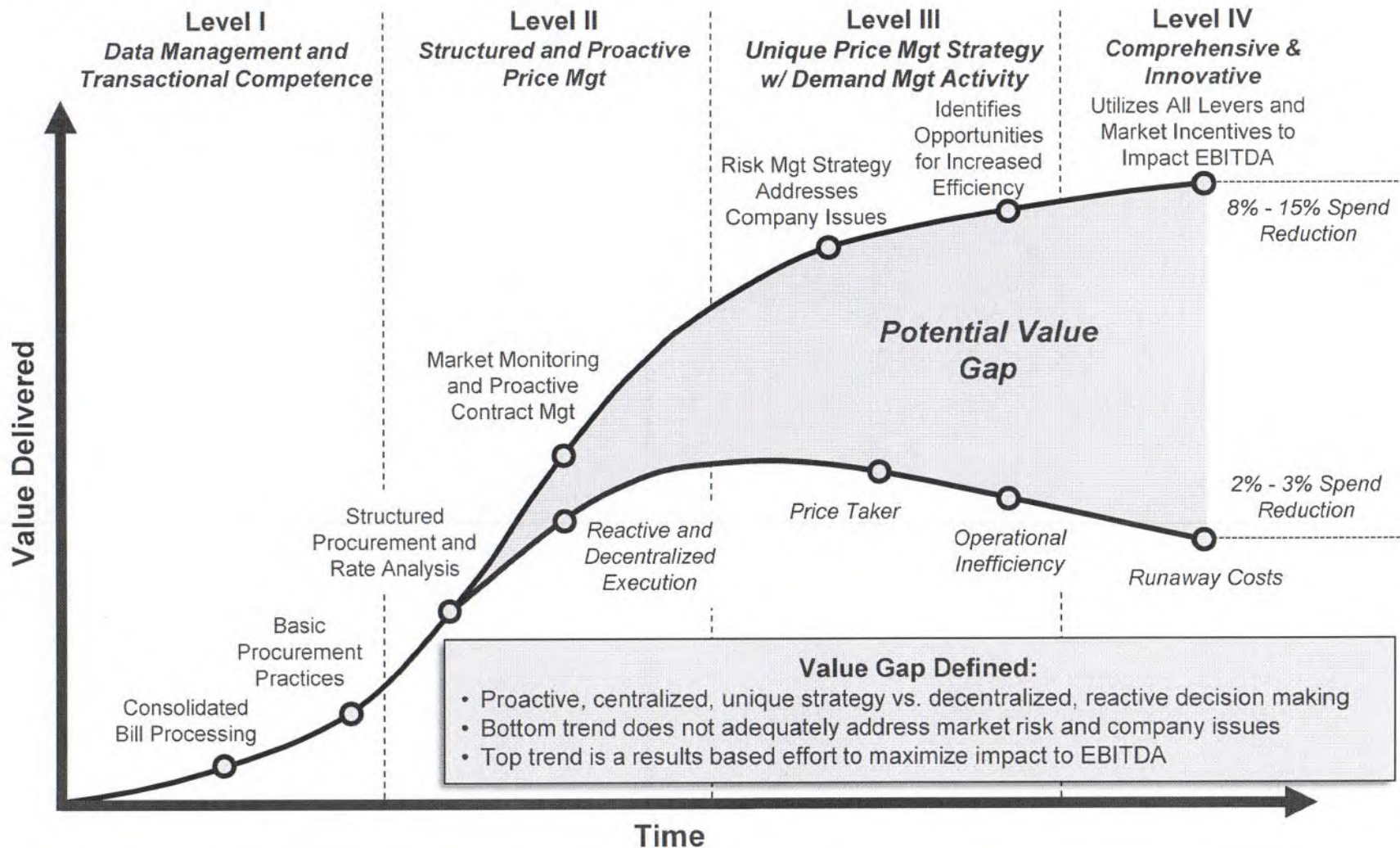
## Comprehensive Energy Management Strategy

- 1 Data Collection and Synthesis**
  - Implement systems to collect data on an on-going basis
  - Data systems should be easily manipulated to view spend and use by business unit, site, account, etc.
- 2 Develop Program Goals and Criteria**
  - Who are key program stakeholders and decision makers?
  - What business requirements and goals will define a successful program?
- 3 Execute on Immediate Opportunities**
  - Price-side opportunities should offer immediate savings with no switching costs.
  - Immediate opportunities should be mindful of long-term plans.
- 4 Implement Energy Efficiency Projects**
  - Identify projects with the largest impact to savings that fall within program scope given rate of return, operational needs, etc.
- 5 Monitor for On-Going Opportunities**
  - Proactively monitor commodity markets, regulatory updates, and funding incentives to manage current efforts and identify new projects

# A best-in-class energy program strategically identifies all levers for value and effectively executes all opportunities



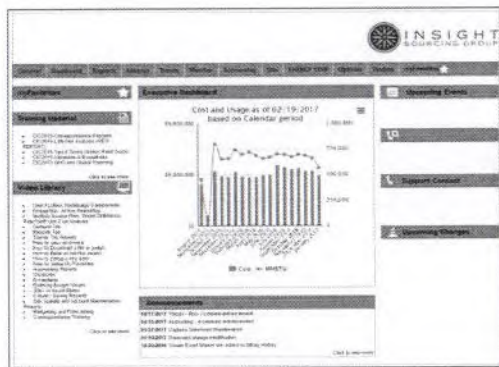
## Value Gap: Comprehensive Energy Management



# ISG Energy will leverage detailed data from Utility Invoices and data visibility within SpendHQ to improve spend management

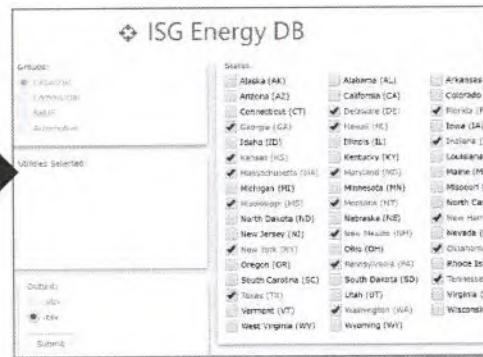


## ISG Energy Data Advantage



Utility Bill Data

The ISG Energy Database pulls invoice level detail for the purpose of benchmarking rate classes and energy costs across our proprietary client database



ISG Energy Database

Rate analyses are performed based on cost comparisons across customers within the same utility territories and varying rate classes



SpendHQ

The detailed data pulled from ISG's Energy Database is also imported into SpendHQ to create data visualizations and reporting specific to energy manager's needs

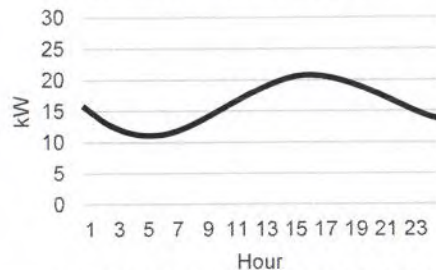
# ISG recommends different products to clients depending on clients stated goals



## Advantages

## Disadvantages

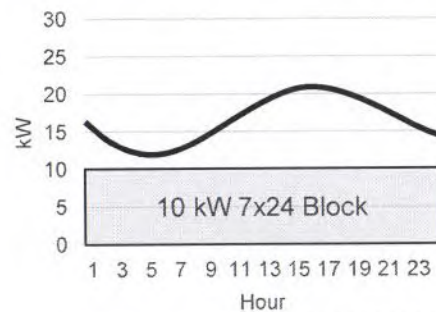
### RTP Index Plus Adder



- Little to no premium from suppliers
- Greatest flexibility

- 100% of the risk is on the customer
- No budget certainty
- Complete exposure to events such as Polar vortices that cause price spikes in electricity

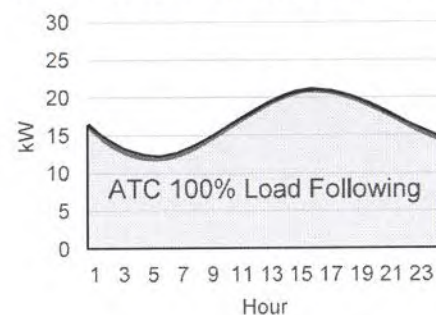
### Block and Index Plus Adder



- Small premium from suppliers
- Hedge exposure to market fluctuations through block purchasing
- Create structured purchasing program

- Customer still assumes some amount of risk on open market
- Budget is more easily developed, but still can fluctuate based on market conditions

### Fixed Price, Full Requirements



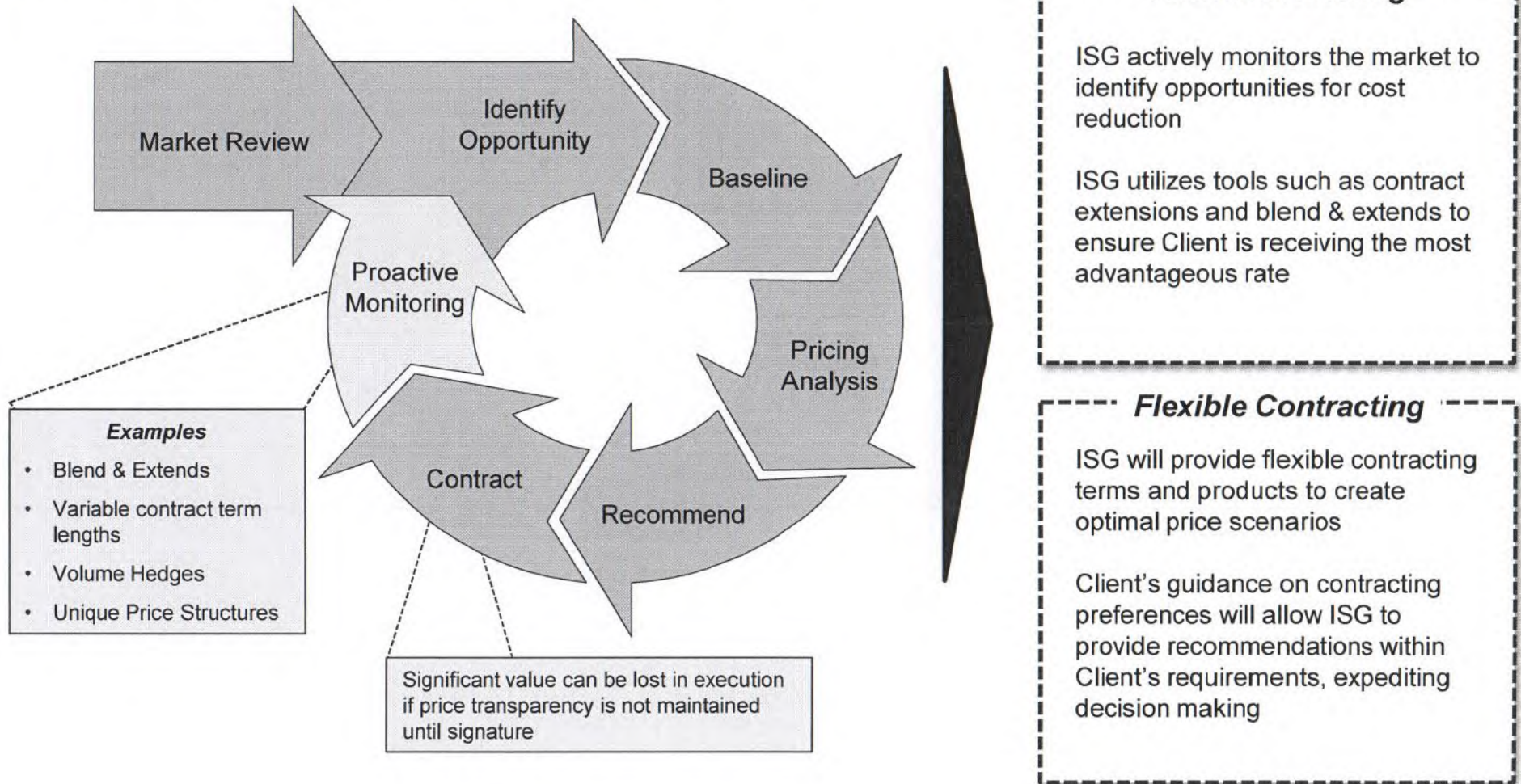
- Budgeting much more accurate due to fixed prices
- No exposure or risk is put on the customer

- Largest Premium from suppliers
- Least amount of flexibility in the market
- At the mercy of the forward market at any one given point in time

# ISG actively benchmarks contract prices against competitive market prices and budgeted goals



## Deregulated Procurement: Proactive Management



## Exhibit 8.A-3 Training & Marketing Materials

Note: ISG markets to clients with nation-wide footprints and does not perform telephone or door-to-door solicitations or marketing



65% of all electric energy markets are regulated with no choice of supplier



## Regulatory Energy Market Status



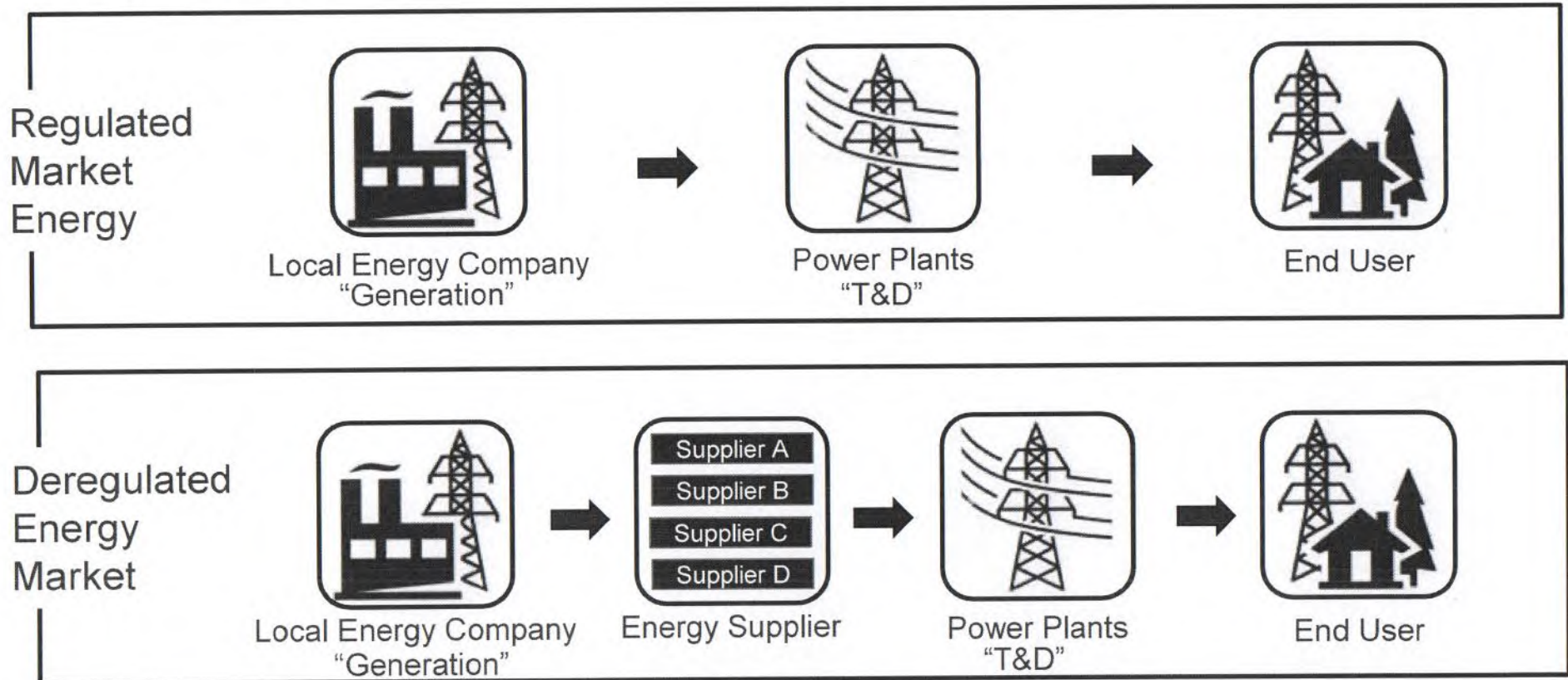
*Electricity is deregulated in 13 states and natural gas is deregulated in 37*

■ Deregulated - Not Economical   ■ Partially Deregulated   ■ Fully Deregulated   ■ Regulated

The US energy market is divided between regulated and deregulated states; the primary difference is competition



### Energy Supply Chain



Energy deregulation allows energy suppliers to purchase energy on the open market. Suppliers purchase energy from power plants and sell it to end users.

# Enterprise Energy Solution - Four primary value levers that drive sustained energy cost savings and improved services



## Enterprise Energy Solution Levers – Custom Reporting Capability Embedded Across

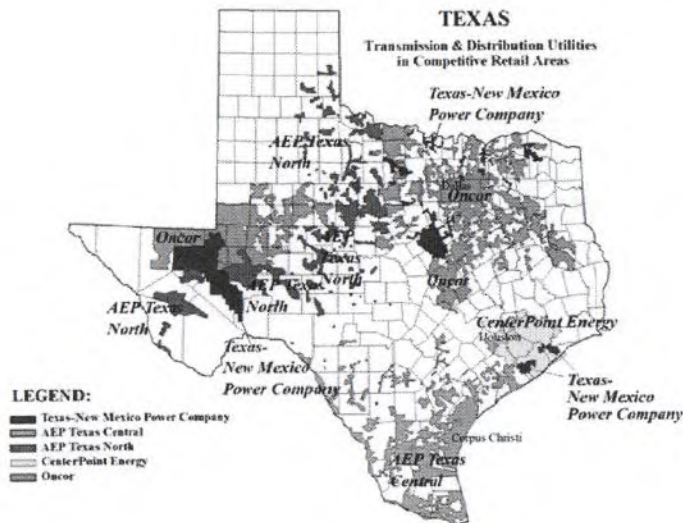
	Solution	Value
<b>1</b> <b>Utility Bill Pay / Data Management</b>	<ul style="list-style-type: none"><li>• Utility bill processing service</li><li>• Energy Information Management System that audits utility invoices for errors and misapplications</li></ul>	<ul style="list-style-type: none"><li>• Reduced billing errors</li><li>• Consolidated reporting</li><li>• Facility benchmarking and visibility</li></ul>
<b>2</b> <b>Energy Procurement / Risk Management</b>	<ul style="list-style-type: none"><li>• Proactive sourcing of energy in deregulated markets (electricity and natural gas) by leveraging buying power while managing volatility in energy markets</li></ul>	<ul style="list-style-type: none"><li>• Proactive energy management</li><li>• Portfolio-Wide sourcing</li><li>• Volatility management</li></ul>
<b>3</b> <b>Regulated Rate Optimization</b>	<ul style="list-style-type: none"><li>• Analyze, identify, negotiate, and implement more economical utility rates with existing regulated utility providers</li></ul>	<ul style="list-style-type: none"><li>• Drive value in regulated markets</li><li>• Analysis of current rate structures</li><li>• Lower rates with utility providers</li></ul>
<b>4</b> <b>Demand Side Management</b>	<ul style="list-style-type: none"><li>• Operational improvements through metering / monitoring, coupled with energy efficiency and demand limiting solutions</li></ul>	<ul style="list-style-type: none"><li>• Metering / monitoring for demand management</li><li>• Consumption / demand reduction</li></ul>

# ISG will review 100% of spend in deregulated states. Not all spend reviewed will be addressable for sourcing



## Unaddressable Energy Spend

Utility bills are made up of many components. Even in eligible regions, deregulated procurement is only able to address the "Supply Services" which is a fraction of the total bill.



Only the colored regions may be addressed by deregulated procurement

Service from 11/20/2014 to 12/23/2014 - 33 Days      Retail Delivery Service - 0 to 100 kW

<b>Electricity Supply Services - Constellation Energy</b>	<b>\$61.66</b>
Energy at 7.340 cents per KWH    840 kWh X 0.07340	51.66

40% Addressable

<b>Delivery Services - ComEd</b>	<b>60% Unaddressable</b>			<b>\$76.55</b>
Customer Charge				19.07
Standard Metering Charge				10.03
Distribution Facilities Charge	4.80 kW	X	5.72000	27.46
IL Electricity Distribution Charge	840 kWh	X	0.00117	0.98
Nonstandard Facilities Charge				19.01

<b>Taxes and Other</b>				<b>\$14.08</b>
Environmental Cost Recovery Adj	840 kWh	X	0.00017	0.14
Energy Efficiency Programs	840 kWh	X	0.00693	5.82
Franchise Cost	\$71.25	X	0.80800%	0.58
State Tax				2.77
Municipal Tax				4.77

**Total Current Charges** **\$152.29**

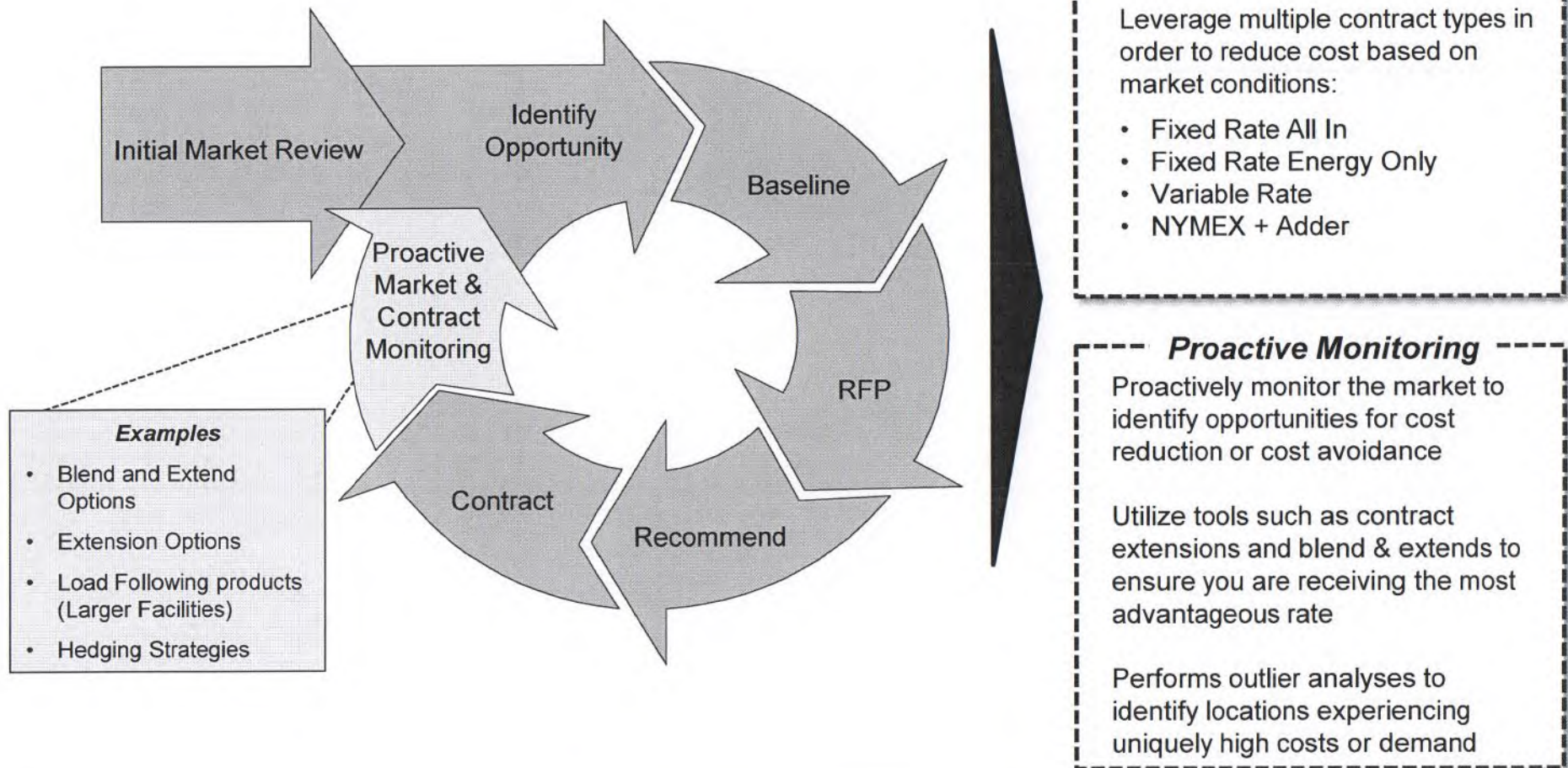
Notes:

- Percentages are for illustrative purposes only

# A proactive approach to your deregulated contracts will yield the most attractive rates in any given market



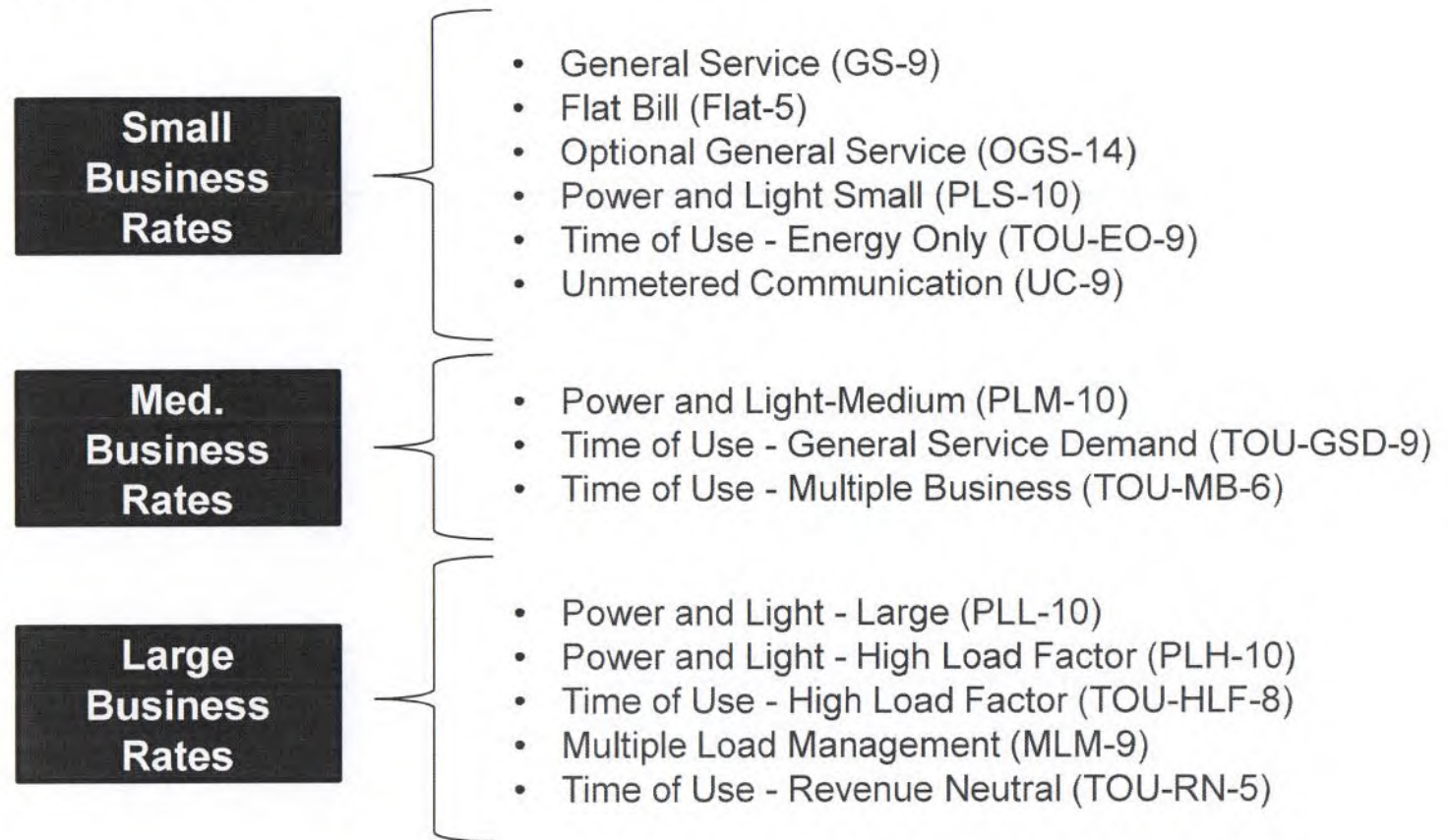
## Deregulated Procurement Overview



# Large Utilities offer many different rate options for your business



## Regulated Rate Analysis Overview



Georgia Power offers 9 other rate classes with 43 separate tariffs

# Demand side opportunities can further cost reduction efforts with minimal capital investments through ISG Intelligence



## Demand Side Value Levers

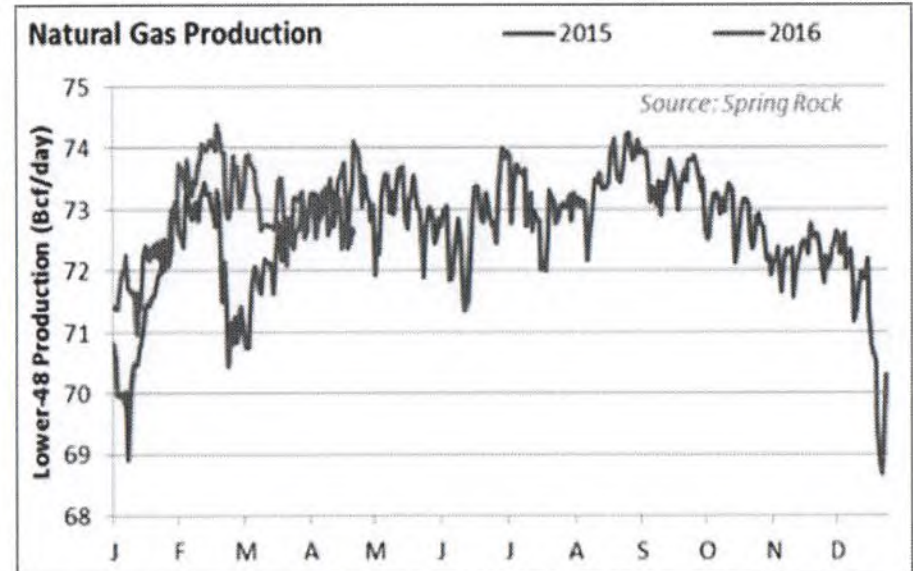
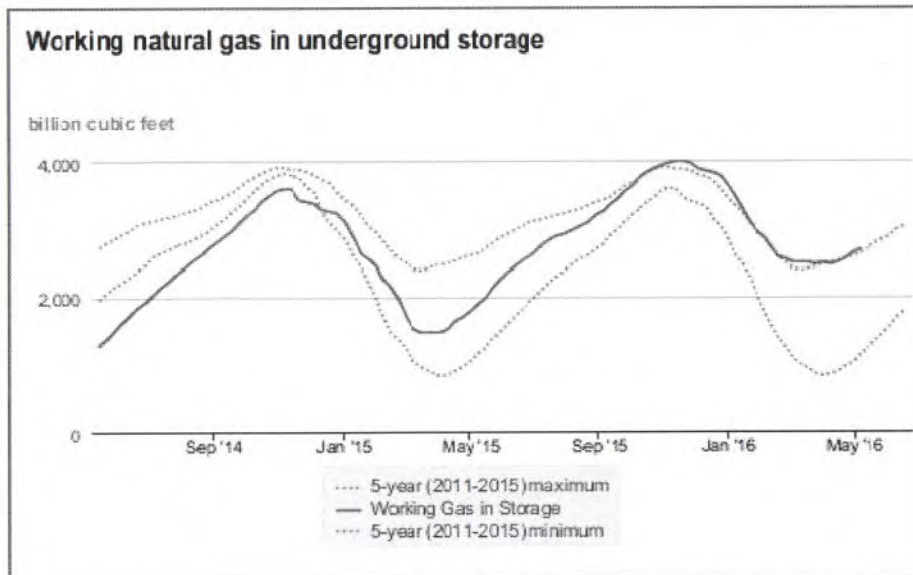
Details	Lighting Retrofits	On-Site Power Storage	Rooftop Solar
Concept	Upgrade lighting to latest LED technology	Limit energy consumption during peak hours	Install rooftop solar to offset energy costs
Payback Period	>3 yr payback	Cash Flow Positive	Cash Flow Positive - PPA
Main Benefits	Improve lighting quality while reducing electricity/maintenance costs	Address rising demand charges from utilities and shaving peak	Reduce long term costs through sustainable energy generation
Potential Savings	50% of lighting load	\$110K - \$130K	\$910K - \$1,000K

*Energy Efficiency measures vary in payback and up front cost – many opportunities are cash flow positive*

# Storage levels remain at all time highs but production and storage injections are trailing 2015 numbers



## Natural Gas Production and Supply



- Natural gas production has waned in 2016 led by a significant drop in capital investment and a rig count 60% below this time last year
- Storage levels remain about 40% above last year and the 5-yr average, however, this injection season has seen below average builds to inventory. Injections are trailing last year by about 20-30 Bcf per week
- Production is expected to peak in the spring, but storage levels could maintain suppressed prices through the summer months



**Exhibit 9-1 Small Commercial Disclosure Statement**

**ENERGY PROCUREMENT SERVICES AGREEMENT**

This Energy Procurement Services Agreement (called the "Agreement") governs the terms by which \_\_\_\_\_ ("Client") acquires the Services from \_\_\_\_\_ ("Supplier") and is entered into as of \_\_\_\_\_, 20\_\_\_\_ ("Effective Date").

1. **Description of Services.** Supplier will perform for Client the energy procurement services in this Section I (the "Services") for each of the Client locations listed on Exhibit A (the "Facilities"):
  - a) Present pricing options to Client relative to Client's energy procurement strategy;
  - b) Prepare [electricity and natural gas] request for proposals ("RFPs") and distribute to qualified suppliers of [electricity and natural gas] ("Energy Suppliers");
  - c) Communicate directly on behalf of Client with Energy Suppliers participating in RFPs;
  - d) Evaluate and analyze RFP responses from Energy Suppliers and provide feedback to Client; and
  - e) With Client input and approval, negotiate terms and conditions with Energy Suppliers selected by Client.
  
2. **Term and Termination.** The term of this Agreement begins on the Effective Date and ends on the date which is 12 months after the Effective Date. After the initial 12 month term, this Agreement automatically extends for successive 1 year periods. Either party may terminate this Agreement in its entirety or with respect to one or more Facilities by providing 30 days written notice to the other party. The initial term plus any extensions is referred to as the "Term".
  
3. **Payment for Services.** As compensation for the Services, when an energy supply contract is entered into by Client relating to [electricity or natural gas] for one or more of the Facilities during the Term (each, an "Energy Contract"), Client agrees and authorizes Supplier to collect a "supplier-adder" fee from the Energy Supplier that is party to each Energy Contract based on Client's energy consumption under such Energy Contract, calculated as (a) a fixed price per kWh for the electricity accounts listed on such Energy Contract, and (b) a fixed price per mmBTU for the natural gas accounts listed on such Energy Contract (any such fees actually received by Supplier, the "Supplier Adder Fees"), which Supplier Adder Fees will continue to be payable so long as the Energy Contract is in effect regardless of the expiration of the Term. The Supplier Adder Fees are payment by Client to Supplier for the Services being provided to Client by Supplier under this Agreement, and the obligation to make the payments of these amounts is being assigned by Client to the applicable Energy Supplier. The Supplier Adder Fees do not include applicable taxes. Client will be responsible for the payment of all taxes in connection with this Agreement, however, each party will be responsible for its own income taxes, employment taxes, and property taxes.
  
4. **Restrictions.** The parties agree to work together during the term of this Agreement to determine whether there are any applicable legal or regulatory restrictions that would restrict Supplier from performing the applicable Services ("Restrictions"). If either party discovers that there are such Restrictions, the parties will meet to discuss and agree, in good faith, how to address the Restrictions. This may include revision of the scope of Services to implement a mutually agreeable workaround or the elimination of affected Services from the scope to address the Restrictions; provided that in no event (i) will Supplier be required to perform Services that would be in violation of the Restrictions and that its failure to perform Services that would violate any Restrictions will not be deemed to be a breach of its obligations under this Agreement; or (ii) will either party be required to incur additional costs to complete a requested workaround unless such costs are mutually agreed to in an amendment.
  
5. **Limitation of Liability.** Regardless of the basis on which Client is entitled to claim damages from Supplier and any of its affiliates (whether in contract, tort, negligence, strict liability in tort, by statute or otherwise), Supplier's entire liability for all claims in the aggregate arising from or related to this Agreement will not exceed the fees received by Supplier with respect to the Services during the 12 month period immediately before such claim. In no event will either party be liable for any consequential, incidental, indirect, special or punitive damage, loss or expenses (including, but not limited to, business interruption, lost business, lost profits or anticipated lost savings) even if it has been advised of their possible existence. Any action by either party must be brought within 2 years after the cause of action arose.

Each party accepts the terms of this Agreement by signing this Agreement by hand or electronically. Once signed, (a) any reproduction of this Agreement made by reliable means (for example, electronic image, photocopy or facsimile) is considered an original and (b) all Services provided under this Agreement are subject to it.

**Exhibit 9-1 Small Commercial Disclosure Statement**

Agreed to:  
[SUPPLIER]

Agreed to:  
[CLIENT LEGAL NAME]

By: \_\_\_\_\_  
Authorized signature

By: \_\_\_\_\_  
Authorized signature

Name: \_\_\_\_\_  
Print or type

Name: \_\_\_\_\_  
Print or type

Title: \_\_\_\_\_  
Print or type

Title: \_\_\_\_\_  
Print or type

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

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

Supplier address:

Client address:

Exhibit A

**Facilities**

*[List of In-Scope Client Facilities to be Inserted]*

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of Georgia :

: ss.

County of Gwinnett :

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

[He/she is the CEO (Office of Affiant) of Insight Sourcing Group, LLC (Name of Applicant);]

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

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

That the Applicant herein Insight Sourcing Group, LLC has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein Insight Sourcing Group, LLC 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 Insight Sourcing Group, LLC 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 1st day of November, 2017.

Signature of official administering oath

My commission expires 3/13/20

Taylor Rhodes
Notary Public - Georgia
Gwinnett County
My Commission Expires 03-13-2020

Appendix B

OPERATIONS AFFIDAVIT

[Commonwealth/State] of Georgia :

: SS.

County of Gwinnett :

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

[He/she is the CEO (Office of Affiant) of Insight Sourcing Group, LLC (Name of Applicant);]

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

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

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

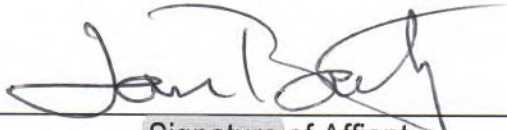
Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility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

**Appendix B (Continued)**

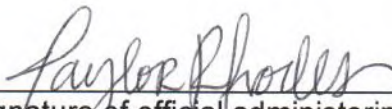
That Insight Sourcing Group, LLC, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506 and the standards and billing practices of 52 PA. Code Chapter 56.

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

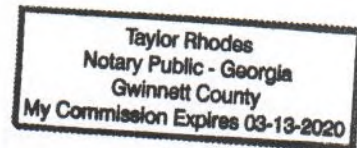
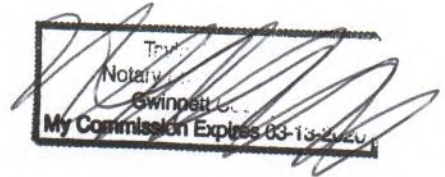
That the facts above set forth are true and correct/true and correct to the best of his/her knowledge, information, and belief.

  
\_\_\_\_\_  
Signature of Affiant

Sworn and subscribed before me this 1<sup>st</sup> day of November, 2017.

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

My commission expires 3/13/20.



## Appendix C

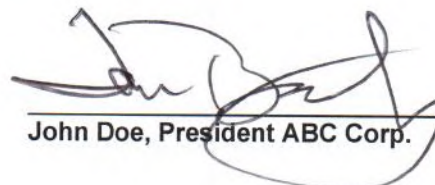
*Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.*

### Example CERTIFICATE OF SERVICE

On this the 20 day of November 2017, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as a Natural Gas Supplier and all **NON-CONFIDENTIAL** attachments have been served, as either a hardcopy or a searchable PDF version on a cd-rom, upon the following:

<p><b>Office of Consumer Advocate</b> 5th Floor, Forum Place 555 Walnut Street Harrisburg, PA 17120</p>	<p><b>Office of the Attorney General</b> Bureau of Consumer Protection Strawberry Square, 14th Floor Harrisburg, PA 17120</p>
<p><b>Office of the Small Business Advocate</b> Commerce Building, Suite 202 300 North Second Street Harrisburg, PA 17101</p>	<p><b>Commonwealth of Pennsylvania</b> Department of Revenue Bureau of Compliance Harrisburg, PA 17128-0946</p>
<p><b>Columbia Gas of PA, Inc.</b> Michele Caddell 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.6841 FAX: 614.460.8447 e-mail: <a href="mailto:mcaddell@nisource.com">mcaddell@nisource.com</a></p>	<p><b>Bureau of Investigation &amp; Enforcement</b> Pennsylvania Public Utility Commission Commonwealth Keystone Building 400 North Street, 2 West Harrisburg, PA 17120</p>
<p><b>Peoples Natural Gas – Equitable Division</b> Lynda Petrichevich 225 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: <a href="mailto:Lynda.w.petrichevich@peoples-gas.com">Lynda.w.petrichevich@peoples-gas.com</a></p>	<p><b>National Fuel Gas Distribution Corp.</b> David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 e-mail: <a href="mailto:wolfordd@natfuel.com">wolfordd@natfuel.com</a></p>
<p><b>The Peoples Natural Gas Company</b> Lynda Petrichevich 225 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: <a href="mailto:Lynda.w.petrichevich@peoples-gas.com">Lynda.w.petrichevich@peoples-gas.com</a></p>	<p><b>PECO</b> Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: <a href="mailto:carlos.thillet@exeloncorp.com">carlos.thillet@exeloncorp.com</a></p>
<p><b>Peoples TWP LLC (Formerly T. W. Phillips)</b> Lynda Petrichevich 225 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: <a href="mailto:Lynda.w.petrichevich@peoples-gas.com">Lynda.w.petrichevich@peoples-gas.com</a></p>	<p><b>Philadelphia Gas Works</b> Nicholas LaPergola 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.684.6278 email: <a href="mailto:nicholas.lapergola@pgworks.com">nicholas.lapergola@pgworks.com</a></p>

<p><b>UGI Central Penn</b>  David Lahoff  2525 N. 12<sup>th</sup> Street, Suite 360  Reading, PA 19612-2677  PH: 610.796.3520  Email: <a href="mailto:dlahoff@ugi.com">dlahoff@ugi.com</a></p>	<p><b>UGI</b>  David Lahoff  2525 N. 12<sup>th</sup> Street, Suite 360  Reading, PA 19612-2677  PH: 610.796.3520  Email: <a href="mailto:dlahoff@ugi.com">dlahoff@ugi.com</a></p>
<p><b>Valley Energy Inc.</b>  Robert Crocker  523 South Keystone Avenue  Sayre, PA 18840-0340  PH: 570.888-9664  FAX: 570.888.6199  email: <a href="mailto:bobc@ctenterprises.org">bobc@ctenterprises.org</a></p>	<p><b>UGI Penn Natural</b>  David Lahoff  2525 N. 12<sup>th</sup> Street, Suite 360  Reading, PA 19612-2677  PH: 610.796.3520  Email: <a href="mailto:dlahoff@ugi.com">dlahoff@ugi.com</a></p>

  
John Doe, President ABC Corp. , CEO  
Insight Sourcing Group

Proof of publication uploaded separately as the file exceeds 10MB





## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 07, 2015

0511191-9

C T CORPORATION SYSTEM  
208 SO LASALLE ST, SUITE 814  
CHICAGO, IL 60604-1101

RE INSIGHT SOURCING GROUP, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT [WWW.CYBERDRIVEILLINOIS.COM](http://WWW.CYBERDRIVEILLINOIS.COM) TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY DIVISION  
(217) 524-8008

Form **LLC-45.5**  
 May 2012  
 Secretary of State  
 Department of Business Services  
 Limited Liability Division  
 501 S. Second St., Rm. 351  
 Springfield, IL 62756  
 217-524-8008  
 www.cyberdriveillinois.com

Illinois  
 Limited Liability Company Act  
**Application for Admission to  
 Transact Business**

FILE # 05111919  
 This space is reserved for the Secretary of State.

**SUBMIT IN DUPLICATE**  
 Type or Print Clearly.

**FILED**

APR 07 2015

**JESSE WHITE  
 SECRETARY OF STATE**

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: *[Signature]*

This space for use by Secretary of State.

1. Limited Liability Company Name: Insight Sourcing Group, LLC

2. Assumed Name: \_\_\_\_\_  
 (This item is only applicable if the company name in Item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)

3. Jurisdiction of Organization: Georgia

4. Date of Organization: 7/30/2002

5. Period of Duration: Perpetual  
 (Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)

6. Address of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)

<u>5555</u>	<u>Triangle Parkway</u>	<u>300</u>
Number	Street	Suite #
<u>Norcross</u>	<u>GA</u>	<u>30092</u>
City	State	ZIP Code

7. Registered Agent: C T Corporation System

	First Name	Middle Name	Last Name
Registered Office:	<u>208</u>	<u>South LaSalle Street</u>	<u>Suite 814</u>
	Number	Street	Suite #
(P.O. Box alone or c/o is unacceptable.)	<u>Chicago</u>	<u>IL</u>	<u>60604</u>
	City	State	Zip Code

Note: The registered agent must reside in Illinois. If the agent is a business entity, it must be authorized to act as agent in this state.

8. If applicable, Date on which Company first conducted business in Illinois: N/a

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: Insight Sourcing Group's  
purpose for organization in the state of Illinois is to provide energy supply management and consulting services to  
commercial and industrial clients. While our clients typically compensate us through a monthly fixed fee as a  
trusted advisor, we sometimes receive an adder directly from the supplier (we are NOT a supplier/aggregator, etc).

10. The Limited Liability Company: (check one)

a.  is managed by the manager(s) (List names and addresses.)

Tom Beaty - 5555 Triangle Parkway Suite 300, Norcross, GA, 30092  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

b.  has management vested in the member(s) (List names and addresses.)

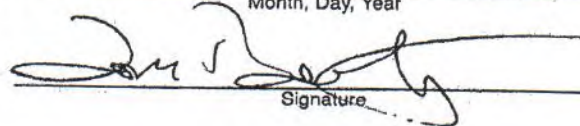
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: March 31, 2015  
Month, Day, Year

  
Signature

Tom Beaty - Manager  
Name and Title (type or print)

\_\_\_\_\_  
If applicant is signing for a Company or other Entity, state Name  
of Company and indicate whether it is a member or manager of the LLC.