

MEMORANDUM

Pennsylvania Public Utility Commission

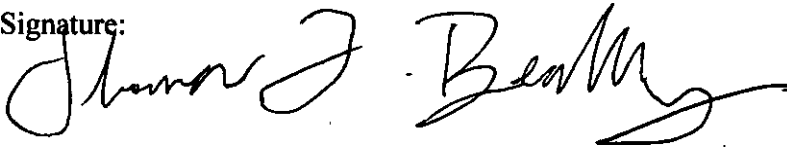
Docket No. A-2017-2636652

Utility Code:1220477

In response to the data request made on January 8, 2018 please see the following pages. Additionally, please see the below verification statement.

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

Signature:



Thomas F. Beaty (Tom Beaty), President & CEO

Insight Sourcing Group Holdings, Inc.

Insight Sourcing Group, LLC

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

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- 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.
Phone: 888-705-7274
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.

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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 Organization and Certificate of Organization are attached in the following pages

Articles of Incorporation Exhibit 2.B-2
Certificate of Existence/Good Standing Exhibit 2.B-3

- Give name and address of officers.
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.

Insight Sourcing Group, LLC is a wholly owned subsidiary of Insight Sourcing Group Holdings, Inc.. Insight Sourcing Group Holdings, Inc. was previously named Insight Sourcing Group, Inc.. The Certificate of Name Change, Articles of Amendment of Articles of Incorporation, and Amended and Restated Articles of Incorporation are attached.

Additionally a Contribution and Assignment Agreement is attached as Exhibit 7.B-6.

- 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

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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

Exhibit 7.B-6 Contribution and Assignment Agreement

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

Applicant is acting as a broker/marketer only.

- 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.

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Articles of Organization

The Name of the Limited Liability Company:
Insight Sourcing Group, LLC

The Principal Place of Business:
The Waterford Centre
5555 Triangle Pkwy Ste 300
Norcross, Georgia 30092

Registered Agent's Name and Address:
Thomas F. Beaty
The Waterford Centre
5555 Triangle Pkwy Ste 300
Norcross, Georgia 30092, Gwinnett County

Effective Date: December 23, 2013

Organizer(s):

Scott Allen Esq.
3343 Peachtree Rd
Suite 1600
Atlanta, Georgia 30092

Optional Provisions:

The management of the company is vested in its Manager(s).

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the date set forth below:

Signed by:
Penny J Farr Attorney-in-Fact

Date: 30 December, 2013

A person who signs a document submits an electronic filing he or she knows is false in any material respect with the intent that the document be delivered to the Secretary of State for filing shall be guilty of a misdemeanor and, upon conviction thereof, shall be punished to the highest degree permissible by law. [O.C.G.A. § 14-2-129.]

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

STATE OF GEORGIA

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

CERTIFICATE OF ORGANIZATION

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Insight Sourcing Group, LLC
a Domestic Limited Liability Company

is hereby issued a CERTIFICATE OF ORGANIZATION under the laws of the State of Georgia on **December 23, 2013** by the filing of all documents in the Office of the Secretary of State and by the paying of all fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on December 30, 2013



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

Brian P. Kemp
Secretary of State

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

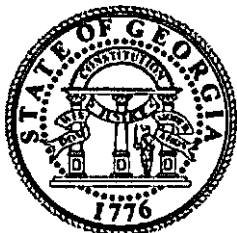
Insight Sourcing Group, LLC
a Domestic Limited Liability Company

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



Brian P. Kemp
Secretary of State

STATE OF GEORGIA

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

CERTIFICATE OF NAME CHANGE

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

INSIGHT SOURCING GROUP, INC.

Name Changed To

INSIGHT SOURCING GROUP HOLDINGS, INC.

is hereby issued a CERTIFICATE OF NAME CHANGE under the laws of the State of Georgia on December 23, 2013 by the filing of all documents in the Office of the Secretary of State and by the paying of all fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on December 23, 2013



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

Brian P. Kemp
Secretary of State



Brian P. Kemp
Secretary Of State

Office Of The Secretary Of State
Corporations Division

237 Coliseum Drive Macon, GA 31217
404-656-2817

2013 DEC 23 PM 3:53

SECRETARY OF STATE
CORPORATIONS DIVISION

Articles Of Amendment
Of
Articles Of Incorporation

Article One

The Name Of The Corporation Is:

Insight Sourcing Group, Inc.

Article Two

The Corporation Hereby Adopts The Following Amendment To Change The Name Of The Corporation
The New Name Of The Corporation Is:

Insight Sourcing Group Holdings, Inc.

Article Three

The Amendment Was Duly Adopted By The Following Method (choose one box only):

- The amendment was adopted by the incorporators prior to the issuance of shares.
- The amendment was adopted by a sufficient vote of the shareholders.
- The Amendment Was Adopted By The Board Of Directors Without Shareholder Action As Shareholder Action Was Not Required.

Article Four

The Date Of The Adoption Of The Amendment(s) Was:

December 20, 2013

Article Five

The undersigned does hereby certify that a notice to publish the filing of articles of amendment to change the corporation's name along with the publication fee of \$40.00 has been forwarded to the legal organ of the county of the registered office as required by O.C.G.A. §14-2-1006.1

IN WITNESS WHEREOF, the undersigned has executed these Articles Of Amendment

On December 20, 2013
(Date)


(Signature And Capacity in which signing)
Tom Beaty, CEO

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.

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Exhibit 2.B-2

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

**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 previously named Insight Sourcing Group, Inc.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

ORIGIN ID:LIYA (770) 308-1319
SHIPPING DEPARTMENT
INSIGHT SOURCING GROUP
5555 TRIANGLE PKWY.
SUITE 310
NORCROSS, GA 30092
UNITED STATES US

SHIP DATE: 05FEB18
ACTWGT: 0.10 LB
CAD: 2279658/INET3980

BILL SENDER

TO ROSEMARY CHIAVETTA
PA. PUBLIC UTILITIES COMMISSION
400 NORTH ST

HARRISBURG PA 17120

(717) 783-6174

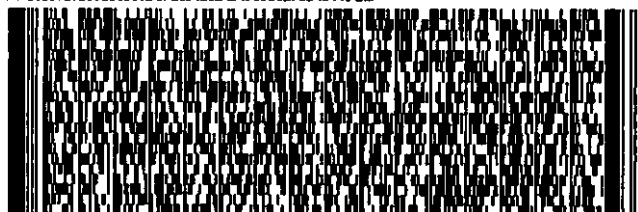
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INV:

PO:

DEPT:

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FedEx
Express



J#111812887m

TUE - 06 FEB 3:00P
STANDARD OVERNIGHT

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PA-US MDT

