

**Brookfield**

Brookfield Renewable Energy Marketing US LLC  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Tel 646.992.2400  
Fax 646.992.2470  
www.brookfieldrenewable.com

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

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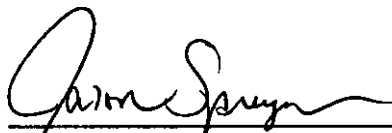
**RE: Application of Brookfield Renewable Energy Marketing US LLC dba Brookfield Renewable  
for a License to Supply Electricity**

To Whom it May Concern,

Brookfield Renewable Energy Marketing US LLC dba Brookfield Renewable ("Brookfield Renewable") respectfully requests the Pennsylvania Public Utility Commission to find the enclosed application for a license to supply electricity in the Commonwealth of Pennsylvania. Please keep under seal as "Confidential" and not make part of the public record attachments 7B-b, 8A-b, and 8A-c. The electric utility business is highly competitive, and it is imperative that public disclosure of the confidential information contained in the documents identified above be avoided. Brookfield Renewable is privately held and not a publicly traded company, and, therefore, all its information is highly confidential. The public disclosure of Brookfield Renewable's information as disclosed in response to the questions and exhibits provided within and noted above would create a hardship for Brookfield Renewable as it would give an unfair advantage to their competitors and would likely result in economic damages to Brookfield Renewable.

Thank you for your time and consideration.

Sincerely,



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Jason Spreyer  
SVP, Brookfield Renewable

## BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of **Brookfield Renewable Energy Marketing US LLC dba Brookfield Renewable**, for approval to offer, render, furnish, or supply electricity or electric generation services as a Supplier 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:

**Brookfield Renewable Energy Marketing US LLC dba Brookfield Renewable**  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281  
646.992.2400 – Phone  
646.992.2470 – Fax  
<https://renewableops.brookfield.com/en/presence/north-america/solutions>

- 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.

**Corporation Service Company**  
2595 Interstate Drive, Suite 103  
Harrisburg, PA 17110  
1.800.927.9800 – Phone  
302.636.5454 - Fax

- 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.

**Ruth Teetzel**  
**Senior Contract and Regulatory Analyst**  
41 Victoria Street  
Gatineau, Quebec J8X 2A1  
819.561.2722 x 6524 – Phone  
819.561.7188 - Fax  
[solutions@brookfieldrenewable.com](mailto:solutions@brookfieldrenewable.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.

**Walter Di Cesare**  
**Vice President of Legal Services and General Counsel**  
41 Victoria Street  
Gatineau, Quebec J8X 2A1  
819.561.8695 – Phone  
819.561.7188 - Fax  
[walter.dicesare@brookfieldrenewable.com](mailto:walter.dicesare@brookfieldrenewable.com)

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- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS: (Required of ALL Applicants)** Provide the name, title, address, telephone number, FAX number, and e-mail **OF THE PERSON AND AN ALTERNATE PERSON (2 REQUIRED)** responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed EGSs.

1) **Ruth Teetzel**  
**Senior Contract and Regulatory Analyst**  
41 Victoria Street  
Gatineau, Quebec J8X 2A1  
819.561.2722 x 6524 – Phone  
819.561.7188 - Fax  
solutions@brookfieldrenewable.com

2) **Vanessa Schamer**  
**Customer Service Representative**  
41 Victoria Street  
Gatineau, Quebec J8X 2A1  
819.561.2722 x 2246 – Phone  
819.561.7188 - Fax  
solutions@brookfieldrenewable.com

## 2. **BUSINESS ENTITY FILINGS AND REGISTRATION**

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

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

Provide a copy of the Applicant's filing with Pennsylvania's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953. **See Exhibit 2A**

**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)

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- 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

X The Applicant is a:

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

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- Provide proof of compliance with appropriate Department of State filing requirements as indicated above. **See Exhibit 2B**
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation. **See Exhibit 2B**

Give name and address of officers. **See Exhibit 2B**

### 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.

**See Exhibit 3A-a for a list of affiliates associated with the parent company.**

**Brookfield Renewable does not have any affiliates currently applying to do business in Pennsylvania.**

- 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.

**Brookfield Renewable does not currently have and has not had within the preceding 5 years any predecessors that have done business.**

#### 4. OPERATIONS

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

Definitions

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

The Applicant is presently doing business in Pennsylvania as a

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

or

The Applicant is not presently doing business in Pennsylvania.

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

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

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

**Brookfield Renewable proposes to operate as a Supplier of retail electric services to Large Commercial, Industrial, and Municipal customers in the Commonwealth of Pennsylvania.**

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

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

- Pike
- PPL
- UGI Utilities
- Wellsboro
- West Penn
- Entire Commonwealth of PA

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

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

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

10/15/2018 – Proposed Start Date

## 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.

**Brookfield Renewable (Applicant), or any person identified in the application have not been, or are currently, the defendant of a criminal or civil proceeding within the last 5 years.**

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

- c. **CUSTOMER/REGULATORY/PROSECUTORY ACTIONS:** Identify all formal or escalated actions or complaints, in the Commonwealth of Pennsylvania or any state, 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. **Applicant should also include if it had a Pennsylvania PUC EGS or NGS license previously cancelled by the Commission.** If the Applicant has no actions or complaints to list, explicitly state such.

**Brookfield Renewable (Applicant) has not had any actions or complaints filed with or by a customer, regulatory agency or prosecutor agent, nor has any manager or officer of Applicant.**

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

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## 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)

### See Appendix C (Exhibit 6A)

- a. **STATUTORY AGENCIES:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, provide proof of service of a signed and verified Application with attachments on the following:

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

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

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

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

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

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

**Pike County Light & Power Company:**  
Vice President – Energy Supply  
Corning Natural Gas Holding Corporation  
330 West William Street  
Corning, NY 14830

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

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

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

**PPL:**  
Office of General Counsel  
Attn: Kimberly A. Klock  
PPL  
Two North Ninth Street (GENTW3)  
Allentown, PA 18101-1179



**Met-Ed, Penelec, and Penn Power:**  
Legal Department  
First Energy  
2800 Pottsville Pike  
Reading PA, 19612

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

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

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

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**7. FINANCIAL FITNESS**

- a. **BONDING:** In accordance with 66 Pa. C.S. Section 2809(c)(1)(i), the Applicant is required to file a bond or other instrument to ensure its financial responsibilities and obligations as an EGS. Therefore, the Applicant is...
- Furnishing the **ORIGINAL** of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.
  - Furnishing the **ORIGINAL** of another initial security for Commission approval, to ensure financial responsibility, such as a parental guarantee, in the amount of \$250,000.
  - For Marketers and Brokers** - Filing for a modification to the \$250,000 requirement and furnishing the **ORIGINAL** of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$10,000. Applicant is required to provide information supporting an amount less than \$250,000. Such supporting information must include indication that the Applicant will not take title to electricity and will not pay electricity bills on behalf of its customers. Further details for modification may be described as well.

**SEE EXHIBIT 7A – Financial Fitness**

**CRITICAL BONDING NOTES:**

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

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

Template versions of a continuous bond, fixed-term bond, continuous letter of credit, and parental guarantee are attached at Appendix E, F, G, & H, respectively. Applicant's security must follow language from these examples, and must include the unmodified language outlined in Appendix D. Any deviation from these examples must be identified in the application and may not be acceptable to the Commission.

**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.  
**See Exhibit 7B-a**
- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient) **Parent:**  
<https://www.sedar.com/DisplayCompanyDocuments.do?lang=EN&issuerNo=00007472>
- Applicant's accounting statements, including balance sheet and income statements for the past two years. **See Exhibit 7B-b Confidential**
- 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.**NA**
- 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.  
**See Exhibit 7B-c**
- Audited financial statements exhibiting accounts over a minimum two-year period.  
**N/A**
- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.**NA**

**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.

**See Exhibit 7C**

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

**N/A**

**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.

**Ryan Clairmont  
Manager, Reporting  
41 Victoria Street  
Gatineau, Quebec J8X 2A1  
819.561.2722 x 6582 – Phone  
819.561.7188 – Fax  
Ryan.clairmont@brookfieldrenewable.com**

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**f. TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix I 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.*

## 8. TECHNICAL FITNESS:

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

a. **EXPERIENCE, PLAN, STRUCTURE:** such information may include:

- Applicant's previous experience in the electricity industry.  
**See Exhibit 8A-a**
- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.  
**N/A - Applicant does not currently hold licenses in any other states or jurisdictions**
- Type of customers and number of customers Applicant currently serves in other jurisdictions.  
**N/A - Applicant does not currently serve any customers in any jurisdictions**
- Staffing structure and numbers as well as employee training commitments.  
**See Exhibit 8A-b Confidential**
- Business plans for operations within the Commonwealth.  
**See Exhibit 8A-c Confidential**
- Documentation of membership in PJM, ECAR, MAAC, other regional reliability councils, or any other membership or certification that is deemed appropriate to justify competency to operate as an EGS within the Commonwealth.  
**See Exhibit 8A-d**
- Any other information appropriate to ensure the technical capabilities of the Applicant.

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

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

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

- Yes
- No

If yes, will the Applicant be using verification procedures?

- Yes
- No

If yes, describe the Applicant's verification procedures.

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

Please see Exhibit 8D.

**Additionally, Brookfield Renewable has provided oversight of marketing within the Marketing, Training and Quality Assurance Plan provided in Exhibit 8A-b. Please see Exhibit 8A-b for the additional information.**

- 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.

See Exhibit 8E

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

Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.

Received approval from FERC to be a Power Marketer at Docket or Case Number ER08-1125-000 and ER08-1125-001.

Not applicable

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## 9. DISCLOSURE STATEMENTS:

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

**N/A – Applicant will not serve residential or small commercial customers.**

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

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

## 10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

- a. **PJM LOAD SERVING ENTITY REQUIREMENT:** As a prospective EGS, the applicant understands that those EGSs which provide retail electric supply service (i.e. takes title to electricity) must provide either:

- proof of registration as a PJM Load Serving Entity (LSE), or
- proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

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

*(Select only one of the following)*

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

**b. STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission. Further, the Applicant agrees that it must comply with and ensure that its employees, agents, representatives, and independent contractors comply with the standards of conduct and disclosure set out in Commission regulations at 52 Pa. Code § 54.43, as well as any future amendments.

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**AGREED**

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

- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201–54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
- Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
- The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
- Net Metering Reports: Applicant shall be responsible to report any Net Metering per the Standards on [http://www.puc.pa.gov/consumer\\_info/electricity/alternative\\_energy.aspx](http://www.puc.pa.gov/consumer_info/electricity/alternative_energy.aspx). Scroll down to the Net Metering Standards Section.
- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis per 52 Pa. Code § 54.39(d).
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

**AGREED**

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

AGREED

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

ACKNOWLEDGED

f. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur to the information upon which the Commission relied in approving the original filing. See 52 Pa. Code § 54.34.

AGREED

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

AGREED

h. **NOTIFICATION OF CHANGE:** If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission, within twenty (20) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 54.34.

AGREED

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

AGREED

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

AGREED

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

PAYMENT ENCLOSED

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

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## 12. NEWSPAPER PUBLICATIONS

**SEE EXHIBIT 12**

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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

Notice of filing of this Application must be published in newspapers of general circulation covering each county in which the applicant intends to provide service. The newspapers in which proof of publication are required is dependent on the service territories the applicant is proposing to serve.

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

The only acceptable verification of this requirement is with Notarized Proofs of Publication, which may be requested from each newspaper and must be supplied with this application. Applicants do not need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

	Erie Times-News	Harrisburg Patriot-News	Philadelphia Daily News	Pittsburgh Post-Gazette	Scranton Times-Tribune	Williamsport Sun-Gazette	Johnstown Tribune-Democrat
Citizens' Electric						X	
Duquesne				X			
Met Ed		X	X		X		
PECO			X				
Penelec	X	X			X	X	X
Penn Power	X			X			
Pike					X		
PPL		X	X		X	X	
UGI					X		
Wellsboro						X	
West Penn		X		X		X	X
Entire Commonwealth	X	X	X	X	X	X	X

*(Example Publications are provided at Appendices K and L)*

**1. SIGNATURE**

Applicant: Brookfield Renewable Energy Marketing US LLC

By: *Jason Sprenger*

Title: Senior Vice President

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SECRETARY'S BUREAU

**2. CHECKLIST**

For the applicant's convenience, please use the following checklist to ensure all relevant sections are complete. The Commission Secretary's Bureau will not accept an application unless each of the following sections are complete.

**Applicant: Brookfield Renewable Energy Marketing US LLC**

	<b>Signature</b>	
	<b>Filing Fee (CERTIFIED CHECK OR MONEY ORDER ONLY)</b>	
	<b>Application Affidavit</b>	
	<b>Operations Affidavit</b>	
	<b>Proof of Publication</b>	
	<b>Bond, Letter of Credit, or Parental/Affiliate Guarantee</b>	
	<b>Tax Certification Statement</b>	
	<b>Commonwealth Department of State Verification</b>	
	<b>Certificate of Service</b>	

Applicant's Use

PUC Secretary's Bureau Use



Appendix A

APPLICATION AFFIDAVIT

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Canada :
Province of Québec :

PA PUBLIC UTILITY COMMISSION
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Jason Spreyer, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

He is the Senior Vice President of Brookfield Renewable Energy Marketing US LLC

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

That the Applicant herein Brookfield Renewable Energy Marketing US LLC has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

That the Applicant herein Brookfield Renewable Energy Marketing US LLC has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein Brookfield Renewable Energy Marketing US 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 Brookfield Renewable Energy Marketing US 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.

Handwritten signature of Jason Spreyer
Signature of Affiant

Sworn and subscribed before me this 17th day of September, 2018.

Handwritten signature of official administering oath
Signature of official administering oath

My commission expires February 3, 2019

RUTHANNE TEETZEL
Commissaire à l'assermentation
No. 213709
Pour le Québec, avec juridiction
en Ontario

**Appendix B**

**OPERATIONS AFFIDAVIT**

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Canada :  
:  
Province of Québec :

ss.

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

He is the Senior Vice President of Brookfield Renewable Energy Marketing US LLC

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

That Brookfield Renewable Energy Marketing US 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 Brookfield Renewable Energy Marketing US LLC, the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render electric service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That Brookfield Renewable Energy Marketing US 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 28 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional Gross Receipts and power sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

As provided by 66 Pa. C.S. §2810 (C)(6)(iv), Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

**Appendix B (Continued)**

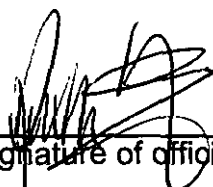
That Brookfield Renewable Energy Marketing US LLC, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) and the standards and billing practices of 52 PA. Code Chapter 56.

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

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

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

Sworn and subscribed before me this 17<sup>th</sup> day of September, 2018.

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

My commission expires February 3, 2019.

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SECRETARY'S BUREAU

**RUTHANNE TEETZEL**  
Commissaire à l'assermentation  
No. 213709  
Pour le Québec, avec juridiction  
en Ontario

## Appendix M

### Electronic Data Interchange and Internet Requirements

Prior to doing business in an EDC service territory, all EGS suppliers, and any broker/marketers that wish to use the Electronic Data Interchange (EDI), must meet the EDI certification requirements of the EDC. Certification is a testing process using the Commission approved Internet protocol. To initiate this process, the EGS is encouraged to contact the EDC as early as possible after filing an application for a license with the Commission, since certification may require as many as four months to complete and customer service contract dates may not commence prior to certification. EDC requirements of new suppliers may be found on the respective EDC home web page. Pennsylvania's industry stakeholder group the Electronic Data Exchange Working Group (EDEWG) develops and maintains the EDI transactions and related business practices, which are found on the Pa. PUC website at [http://www.puc.pa.gov/filing\\_resources/issues\\_laws\\_regulations/electronic\\_data\\_exchange.aspx](http://www.puc.pa.gov/filing_resources/issues_laws_regulations/electronic_data_exchange.aspx).<sup>U</sup> The EDEWG meets telephonically the first Thursday of each month at 2:00pm ET to discuss EDI change control requests and other issues.

To keep current with Pennsylvania EDI practices and policies, a newly licensed EGS is strongly encouraged to participate in the EDEWG by contacting the following:

#### PA EDEWG EDI Contacts

Entity Name	Contact Name	Telephone	Email	Preference
PA PUC	Jeff McCracken	717-783-6163	<a href="mailto:jmccracken@pa.gov">jmccracken@pa.gov</a>	Email
PA PUC	Lee Yalcin	717-787-6723	<a href="mailto:lyalcin@pa.gov">lyalcin@pa.gov</a>	Email
PA EDEWG EDC Co-Chair	Ernie Mathie	330-384-5757	<a href="mailto:mathiee@firstenergycorp.com">mathiee@firstenergycorp.com</a>	Email
PA EDEWG ESP Co-Chair	Christine Hughey	713-963-3640	<a href="mailto:chughey@sperianenergy.com">chughey@sperianenergy.com</a>	Email
PA EDEWG Secretary & Regional EDI Change Control Manager	Brandon Siegel	412-817-8004	<a href="mailto:brandon.siegel@intelometrv.com">brandon.siegel@intelometrv.com</a>	Email

#### PA EDC EDI Contacts

Company Name	Contact Name	Telephone	Email	Preference
Citizens' Electric	John Kelchner	570-524-2231	<a href="mailto:kelchnerj@citizenselectric.com">kelchnerj@citizenselectric.com</a>	Email
	Chrissy DeLoughrey	781-347-9022	<a href="mailto:Implementation@EnergyServicesGroup.net">Implementation@EnergyServicesGroup.net</a>	Email
Duquesne Light Co	Supplier Service Center	412-393-6282	<a href="mailto:DLC_SSC@duglight.com">DLC_SSC@duglight.com</a>	Email
FirstEnergy - Metropolitan Edison Co, Pennsylvania Electric, Penn Power, JCP&L, WPP & Potomac Edison	Supplier Support	330-761-4348	<a href="mailto:SupplierSupport@firstenergycorp.com">SupplierSupport@firstenergycorp.com</a>	Email
PECO	Electric & Gas Choice Hotline	215-841-3700	<a href="mailto:egc@exeloncorp.com">egc@exeloncorp.com</a>	Email
PPL Electric Utilities	Supplier Support	610-774-6396	<a href="mailto:PPLUtilitiesSupplier@pplweb.com">PPLUtilitiesSupplier@pplweb.com</a>	Email
	EDI Team	610-774-5757	<a href="mailto:EDIUtilAdm@pplweb.com">EDIUtilAdm@pplweb.com</a>	Email
UGI Utilities Inc.	EDI Technical Support	610-736-5784	<a href="mailto:edi@ugi.com">edi@ugi.com</a>	Email
Wellsboro Electric	Danette Kerestes	570-724-3516	<a href="mailto:danettek@ctenterprises.org">danettek@ctenterprises.org</a>	Email
	Chrissy DeLoughrey	781-347-9022	<a href="mailto:Implementation@EnergyServicesGroup.net">Implementation@EnergyServicesGroup.net</a>	Email

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SECRETARY'S BUREAU

**Brookfield**

Brookfield Renewable Energy Marketing US LLC  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Tel 646.992.2400  
Fax 646.992.2470  
www.brookfieldrenewable.com

**Exhibit 2A**  
**Department of State Fictitious Name**  
**Documentation**  
**See Attached**

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**PENNSYLVANIA DEPARTMENT OF STATE  
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: CSC order # 331316-15 <span style="float: right;">WJF</span> <hr/> Name  : : CSC : : (xx)Return document by email to: <a href="mailto:cscpa@cscglobal.com">cscpa@cscglobal.com</a> : :	Registration of Fictitious Name DSCB:54-311 (rev. 2/2017)  TCO180803MC0681
--	--

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

Fee: \$70       I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is:  
**BROOKFIELD RENEWABLE**

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:  
 retail energy service provider

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable):

200 Liberty Street, 14th Floor New York NY 10281	New York
Number and street	County
City	State
Zip	County

4. The name and address, including number and street, if any, of each individual interested in the business is:

Name	Number and Street	City	State	Zip

2018-08-02 15:42:21  
 PENNSYLVANIA DEPARTMENT OF STATE

5. Each entity, other than an individual, interested in such business is (are):


BROOKFIELD RENEWABLE ENERGY MARKETING US LLC	LLC	Delaware
Name	Form of Organization	Organizing Jurisdiction
200 Liberty Street, 14th Floor, New York, NY 10281		
Principal Office Address		
CORPORATION SERVICE COMPANY - DAUPHIN		
PA Registered Office, if any		
Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
PA Registered Office, if any		

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. (Optional): The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this

\_\_\_\_\_ day of August, 2018.

Individual Signature	Individual Signature
Individual Signature	Individual Signature
Brookfield Renewable Energy Marketing US LL	Entity Name
	Signature
Shaun Logue	Title
Vice President of Legal Services and Assistant Secretary	

**Brookfield**

**Brookfield Renewable Energy Marketing US LLC**  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Tel 646.992.2400  
Fax 646.992.2470  
www.brookfieldrenewable.com

**Exhibit 2B**

**Department of State Filing, Charter Documentation, and Officer List**

**See Attached**

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SECRETARY'S BUREAU



COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

06/27/2018

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

Brookfield Renewable Energy Marketing US LLC

is duly registered to do business under the laws of the Commonwealth of Pennsylvania and remains a registered Foreign Limited Liability Company so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT this Certificate of Registration shall not imply that all fees, taxes and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

*Robert Lanes*

Acting Secretary of the Commonwealth

Certification Number: TSC180627090346-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify>



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

Complete part (a) OR (b) - not both:

(a) \_\_\_\_\_  
Number and street City OR State Zip County

(b) c/o: Corporation Service Company Dauphin  
Name of Commercial Registered Office Provider County

6. Check one of the following:

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

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

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

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

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

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

- \_\_\_Chiropractic \_\_\_Dentistry \_\_\_Law \_\_\_Medicine and surgery
\_\_\_Optometry \_\_\_Osteopathic medicine and surgery \_\_\_Podiatric medicine \_\_\_Public accounting
\_\_\_Psychology \_\_\_Veterinary medicine

IN TESTIMONY WHEREOF, the undersigned association has caused this Foreign Registration Statement to be signed by a duly authorized representative thereof this 21st day of June, 2019.

Brookfield Renewable Energy Marketing US LLC
Name of Association

Shaun Logue
Signature

Shaun Logue, Vice President of Legal Services
Title

**STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION**

- **First:** The name of the limited liability company is BROOKFIELD RENEWABLE ENERGY MARKETING US LLC
- **Second:** The address of its registered office in the State of Delaware is 2711 Centerville Road Suite 400 in the City of Wilmington, DE 19808. The name of its Registered agent at such address is Corporation Service Company
- **Third:** (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is \_\_\_\_\_.")
- **Fourth:** (Insert any other matters the members determine to include herein.)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

In Witness Whereof, the undersigned have executed this Certificate of Formation this 14TH day of APRIL, 2008.

By: *Caroline*  
Authorized Person(s)

Name: CAROLINE PERRIER  
Typed or Printed

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKFIELD RENEWABLE ENERGY MARKETING US LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JUNE, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BROOKFIELD RENEWABLE ENERGY MARKETING US LLC" WAS FORMED ON THE FOURTEENTH DAY OF APRIL, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



4533234 8300

SR# 20185312848

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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

Authentication: 202939954

Date: 06-22-18

**Brookfield Renewable Key Officer Contact List**

Mitch Davidson, Managing Partner and CEO, US Operations  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Jehangir Vevaina, CEO  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Jason Spreyer, Senior Vice President  
**Main Contact**  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Walter Di Cesare, Vice President and Secretary  
**Legal Counsel**  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Oded Hirsch, Vice President  
**Risk Contact**  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Ruth Teetzel, Senior Contract and Regulatory Analyst  
**Regulatory Contact** (not an officer)  
41 Victoria Street  
Gatineau, Quebec J8X 2A1

Elizabeth Farthing, Director, Compliance  
**Compliance Contact** (not an officer)  
41 Victoria Street  
Gatineau, Quebec J8X 2A1

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**Exhibit 3A-a: Affiliates**

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Entity	State	Type of Business	Address
Aero Energy, LLC	California	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Alta Wind VIII, LLC	California	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Androscoggin Reservoir Company	Maine	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Bangor-Pacific Hydro Associates	Maine	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Bear Swamp Power Company LLC	Massachusetts	Pumped storage facility and hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
BIF II Safe Harbor Holdings LLC	Pennsylvania	Parent of hydroelectric facility; buys power from generation facility and resells to wholesale purchasers	200 Liberty Street, 14th Floor, New York, NY 10281
BIF III Holtwood LLC	Pennsylvania	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Bishop Hill Energy LLC	Illinois	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Black Bear Development Holdings, LLC	Maine	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Black Bear Hydro Partners, LLC	Maine	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Black Bear SO, LLC	Maine	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Blue Sky East, LLC	Maine	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
BREG Aggregator LLC	PJM States	Wholesale power marketer (MBR in PJM only)	200 Liberty Street, 14th Floor, New York, NY 10281
Brookfield Energy Marketing Inc.	All States	Wholesale power marketer	41 Victoria Street, Gatineau, QC J8X 2A1
Brookfield Energy Marketing LP	All States	Wholesale power marketer	41 Victoria Street, Gatineau, QC J8X 2A1
Brookfield Energy	All States	Wholesale power	200 Liberty Street,

Marketing US LLC		marketer	14th Floor, New York, NY 10281
Brookfield Power Piney & Deep Creek, LLC	Pennsylvania Maryland	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Brookfield Smoky Mountain Hydropower LLC	North Carolina Tennessee	Hydroelectric Generator	200 Liberty Street, 14th Floor, New York, NY 10281
Brookfield White Pine Hydro LLC	Maine	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
California Ridge Wind Energy LLC	Illinois	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Canandaigua Power Partners II, LLC	New York	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Canandaigua Power Partners, LLC	New York	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Carr Street Generating Station, L.P.	New York	Gas-fired cogeneration facility	200 Liberty Street, 14th Floor, New York, NY 10281
Coram Energy LLC	California	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Coram Tehachapi, L.P.	California	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Erie Boulevard Hydropower, L.P.	New York	Hydroelectric Generator	200 Liberty Street, 14th Floor, New York, NY 10281
Erie Wind, LLC	New York	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Errol Hydroelectric Co., LLC	New Hampshire	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Evergreen Wind Power III, LLC	Maine	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Evergreen Wind Power, LLC	Maine	Wind	200 Liberty Street, 14 <sup>th</sup> Floor, New York, NY 10281
Evergreen Wind Power, LLC	Maine	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
FH Opco LLC	New York	Hydroelectric Generator	200 Liberty Street, 14th Floor, New York, NY 10281
Granite Reliable Power, LLC	Maine	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Great Lakes Hydro America, LLC	Maine New Hampshire	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Hawks Nest Hydro LLC	West Virginia	Hydroelectric generator	200 Liberty Street,



			14th Floor, New York, NY 10281
Hydro Kennebec LLC	Maine	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Imperial Valley Solar 1, LLC	California	Solar	200 Liberty Street, 14th Floor, New York, NY 10281
Katahdin Transmission LLC	Maine	Electric equipment supplier	200 Liberty Street, 14th Floor, New York, NY 10281
Kingman Energy Corp.	Arizona	Wind Solar	200 Liberty Street, 14th Floor, New York, NY 10281
Kwagis Power Limited Partnership	British Columbia	Hydroelectric generator	41 Victoria Street, Gatineau, QC J8X 2A1
Malacha Hydro Limited Partnership	California	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Mass Midstate Solar 2, LLC	Massachusetts	Solar	200 Liberty Street, 14th Floor, New York, NY 10281
Mass Midstate Solar 3, LLC	Massachusetts	Solar	200 Liberty Street, 14th Floor, New York, NY 10281
Mesa Wind Power Corporation	California	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Niagara Wind Power, LLC	New York	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Pontook Operating Limited Partnership	New Hampshire	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Prairie Breeze Wind Energy LLC	Nebraska	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Regulus Solar, LLC	California	Solar	200 Liberty Street, 14th Floor, New York, NY 10281
Rumford Falls Hydro LLC	Maine	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
SAF Hydroelectric LLC	Michigan	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Safe Harbor Water Power Corporation	Pennsylvania	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Smoky Mountain Transmission LLC	North Carolina Tennessee	Transmission	200 Liberty Street, 14th Floor, New York, NY 10281
Stetson Holdings, LLC	Maine	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
Stetson Wind II, LLC	Maine	Wind	200 Liberty Street,

			14th Floor, New York, NY 10281
The Merimil Limited Partnership	Maine	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Topsham Hydro Partners Limited Partnership	Maine	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Twin Cities Hydro LLC	Minnesota	Hydroelectric generator	200 Liberty Street, 14th Floor, New York, NY 10281
Vermont Wind, LLC	Vermont	Wind	200 Liberty Street, 14th Floor, New York, NY 10281
West Delaware Hydro Associates L.P.	New York	Hydroelectric Generator	200 Liberty Street, 14th Floor, New York, NY 10281
Windstar Energy, LLC	California	Wind	200 Liberty Street, 14th Floor, New York, NY 10281

**Brookfield**

**Brookfield Renewable Energy Marketing US LLC**  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Tel 646.992.2400  
Fax 646.992.2470  
www.brookfieldrenewable.com

**Exhibit 7A**

**Financial Fitness**

**See Attached Letter of Credit**

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**Exhibit 7B-a**  
**Organizational Structure**

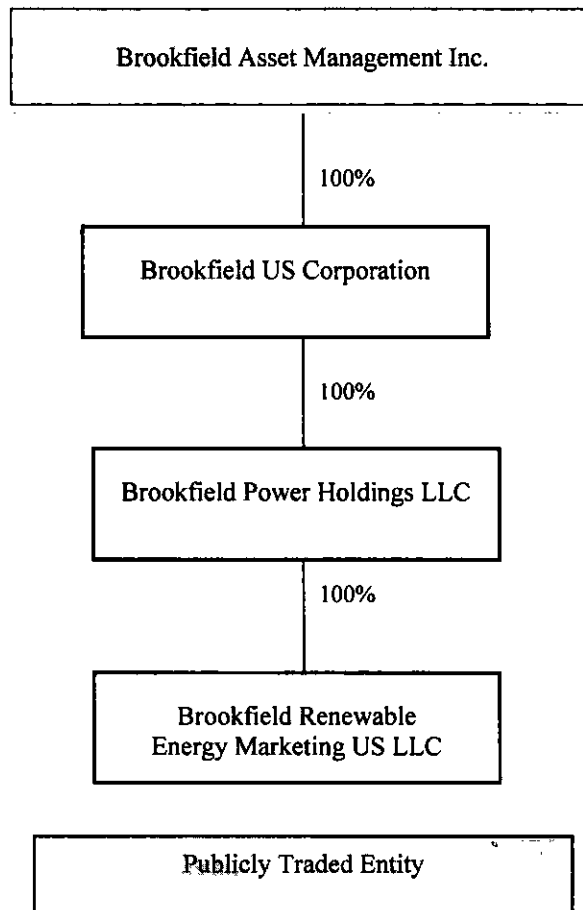
**See Attached and Below**

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**SIMPLIFIED ORGANIZATIONAL CHART  
BROOKFIELD RENEWABLE ENERGY MARKETING US LLC**



**Brookfield**

Brookfield Renewable Energy Marketing US LLC  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Tel 646.992.2400  
Fax 646.992.2470  
www.brookfieldrenewable.com

**CONFIDENTIAL**

Confidential

**Exhibit 7B-b**  
**Balance Sheet and Income Statement**

**See Attached**

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**Exhibit 7B-c**  
**Insurance Coverage**

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**See Attached and Below**

**Insurance Summary****Commercial General Liability**

Pay on behalf of the Insured all sums which the Insured shall become legally obligated to pay as damages because of Bodily Injury, Property Damage, Personal and Advertising Injury. Policy limits are \$2,000,000 per occurrence and \$4,000,000 annual aggregate.

**Umbrella/Excess Liability Insurance**

Pay on behalf of the Insured all sums, in excess of the retained limit, which the Insured shall become legally obligated to pay as damages for liability imposed upon the Insured by law, or liability assumed by the Insured under contract because of Bodily Injury, Property Damage, Personal Injury or Advertising Injury. Policy limits are \$40,000,000 per occurrence and \$40,000,000 annual aggregate.

**Property All Risk Insurance**

All Risks of Physical Loss or Damage to Real and Personal Property and Gross Earnings subject to the Limits of Liability, Exclusions, Conditions and other terms of the policy. [we have \$1 billion limit on the policy. We can discuss how this applies in the context of retail strategy).

**Cyber Liability and Business Interruption**

Coverage includes privacy, security and digital asset liability, cyber extortion, business interruption and incident response expenses. Policy limit of C\$10,000,000.

**Workers Compensation and Employer's Liability**

Coverage applies to bodily injury by accident or by disease including resulting death. Policy responds to Common Law actions involving work-related injuries to employees that are not within the parameters of Statutory Benefits. Limits of Liability:

Workers Compensation – Statutory Limit

Employers Liability – \$1,000,000

**Brookfield**

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New York, NY 10281

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**Exhibit 7C**  
**Supplier Funding Method**

Brookfield Renewable will meet supplier requirements through requests for capital injections from its ultimate parent, Brookfield Asset Management Inc., to meet its liquidity and working capital needs. Traditionally, capital contributions are made on a monthly basis. Brookfield Renewable, together with its affiliated marketers, also has U.S. dollar letters of credit facilities with three Schedule 1 Canadian banks, which are supported by a guarantee from Brookfield Asset Management Inc.

**Exhibit 8A-a**  
**Previous Experience**

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Mitch Davidson is a Managing Partner and Chief Executive Officer in Brookfield's Renewable Group, overseeing U.S. operations.

Mr. Davidson has over 20 years of experience in unregulated energy markets. Prior to joining Brookfield in 2018, he held several Senior Executive positions with energy companies, with the last position being CEO of NextEra Energy Resources. Prior to NextEra Energy Resources, Mr. Davidson was Senior Vice President, Energy Management Duke Energy North America and before that held executive positions at Entergy-Koch LP and Entergy Power Marketing Inc.

Mr. Davidson holds an MBA from the University of Houston, Clear Lake.

**Jehangir Vevaina****CIO**

Jehangir Vevaina is Chief Investment Officer of Brookfield Renewable's North American platform. In this role, Mr. Vevaina is responsible for all business development activities for the platform including project development, contracting initiatives, regulatory affairs, and market research. Previously, he was a Vice President in Brookfield's renewable power group, responsible for evaluating and executing investments globally. Prior to joining Brookfield in 2015, Mr. Vevaina worked in the power and energy infrastructure practice at BMO Capital Markets where he executed M&A transactions and equity financings for contracted and merchant power generation, transmission and distribution. Mr. Vevaina holds a Bachelor of Commerce from McGill University.

**Jason Spreyer****Senior Vice President, Business Development**

Jason Spreyer is the Senior Vice President of Business Development for Brookfield Renewable's North American platform. In this role, he oversees commercial development strategy and activities for North America. Mr. Spreyer has 17 years of experience in the energy industry with expertise in the finance and business development functions. He joined Brookfield Renewable in 2008 as Chief Financial Officer in the United States. In this role, he participated on the senior management team supporting the growth initiatives within the country, including participating in the development of the St. Anthony's Falls hydroelectric project, Glen Ferris hydroelectric redevelopment and the Wind Energy Transmission of Texas (WETT) projects.

**Oded Hirsch****Vice President (Enterprise Risk Management)**

Oded Hirsch has over 6 years of experience in Energy Risk Management with supervisory experience in Risk Control, Market Risk, and Compliance. His functions at Brookfield Renewable include monitoring and enforcing compliance with risk management policy, conducting risk analysis and reviewing proposed transactions. Mr. Hirsch oversees the quants of the company and has a responsibility to create and maintain structured transactions and real option models as well as supporting quantitative analysis and



modeling for various initiatives. Mr. Hirsch also oversees the regulatory compliance program and supports the management of key transactional initiatives and has a duty to mitigate key operational risks.

**Walter Di Cesare****In House Legal Counsel**

Walter Di Cesare is Vice President – Legal Services of Brookfield Renewable Partner’s North American platform. In this role, Mr. Di Cesare is responsible for all legal aspects for the platform including commercial, regulatory, project development, procurement, project financing, litigation and employment and labor matters. Previously, he managed the Brookfield Renewable Partner’s team in mergers and acquisitions. Prior to 2013, Mr. Di Cesare was Vice President – Canadian Operations, responsible for the delivery of all legal services for Brookfield Renewable Partner’s Canadian operations. Prior to joining Brookfield in 2008, Mr. Di Cesare was Senior Legal Counsel for the Department of Justice (Canada) providing commercial and regulatory law advice to the Ministry of Natural Resources and Industry Canada. holds a LLB cum Laude (1985) and a Bachelor of Commerce from Carleton University (Ottawa, Canada), and was called to the Bar of the Province of Ontario in 1987.

**Ruth Teetzel****Senior Contract and Regulatory Analyst**

Ruth Teetzel is the Senior Contract and Regulatory Analyst for Brookfield Energy Marketing LP, and she has 13 years of experience working in the energy industry. In her role with Brookfield, she oversees the drafting and negotiating of master energy trading agreements (ISDAs, EEs, WSPPs, NAESBs and Gas EDIs), long form confirmations, capacity supply obligations, RECs and emissions confirmations, and transmission service agreements, assignment of gas transportation, and credit support documentation (parental guarantees and letters of credit) for energy trading and marketing purposes. Ms. Teetzel also oversees all regulatory licensing and reporting including FERC market-based rate authorizations, and US Department of Energy electricity and natural gas export/import licenses. She began her career at Brookfield in 2005 as a law clerk and where she worked drafting annual information forms and annual proxy materials for a publicly traded income fund and for reporting issuer, including preparing documents in accordance with securities legislation.

**Elizabeth Farthing****Director of Compliance**

Elizabeth Farthing has more than 20 years of regulatory compliance experience, 10 in each of financial services and energy sectors. Ms. Farthing joined Brookfield Renewable in 2015 as Director of Energy Marketing Compliance. She now holds a broader position as Director of North American Compliance with oversight of the energy marketing program as well as all other business function compliance programs. In addition to this oversight, Ms. Farthing holds accountability for compliance with corporate policies including the Anti Bribery and Anti Corruption Policy, the Code of Business Conduct and Ethics as well as for corporate information governance.

Ms. Farthing manages a team of compliance professionals and information management specialists combining her well honed leadership and regulatory compliance skills. She holds a Bachelor of Commerce from the University of Calgary and a Master of Science in Business Ethics and Compliance from the New England College of Business and Finance. She holds certifications as both a Compliance as an Information Governance Professional and is an active participant in these international communities.

**Brookfield**

Brookfield Renewable Energy Marketing US LLC  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Tel 646.992.2400  
Fax 646.992.2470  
www.brookfieldrenewable.com

**Exhibit 8A-d**  
**PJM Membership**

**See Attached**

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**SCHEDULE 4**

**STANDARD FORM OF AGREEMENT TO BECOME A MEMBER OF THE LLC**

Any entity which wishes to become a Member of the LLC shall, pursuant to Section 11.6 of this Agreement, tender to the President an application, upon the acceptance of which it shall execute a supplement to this Agreement in the following form:

**Additional Member Agreement**

1. This Additional Member Agreement (the "Supplemental Agreement"), dated as of December 16, 2008, is entered into among Brookfield Renewable Energy Marketing US LLC ("BREMUS") and the President of the LLC acting on behalf of its Members.
2. BREMUS has demonstrated that it meets all of the qualifications required of a Member to the Operating Agreement. If expansion of the PJM Region is required to integrate BREMUS's facilities, a copy of Attachment J from the PJM Tariff marked to show changes in the PJM Region boundaries is attached hereto. BREMUS agrees to pay for all required metering, telemetering and hardware and software appropriate for it to become a member.
3. BREMUS agrees to be bound by and accepts all the terms of the Operating Agreement as of the above date.
4. BREMUS hereby gives notice that the name and address of its initial representative to the Members Committee under the Operating Agreement shall be:  
  
Brookfield Renewable Energy Marketing US LLC  
Franklin Francis, Manager, Regulatory Affairs  
480 de la Cité Blvd.  
Gatineau, QC Canada J8T 8R3
5. The President of the LLC is authorized under the Operating Agreement to execute this Supplemental Agreement on behalf of the Members.
6. The Operating Agreement is hereby amended to include BREMUS as a Member of the LLC thereto, effective as of December 16, 2008, the date the President of the LLC countersigned this Agreement.


Issued By: Craig Glazer  
Vice President, Government Policy  
Issued On: April 30, 2004

Effective: May 1, 2004

IN WITNESS WHEREOF, BREMUS and the Members of the LLC have caused this Supplemental Agreement to be executed by their duly authorized representatives.

Members of the LLC

By:

  
\_\_\_\_\_

Name:

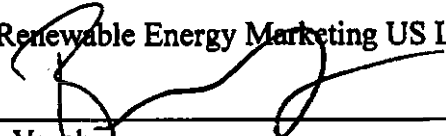
TERRY Boston

Title:

President & CEO

Brookfield Renewable Energy Marketing US LLC.

By:

  
\_\_\_\_\_

Name:

Ben Vaughan

Title:

Chief Operating Officer

By:

  
\_\_\_\_\_

Name:

Patricia Bood

Title:

Vice-President and Secretary

## ATTACHMENT F-1

### **Form of Umbrella Service Agreement for Network Integration Transmission Service Under State Required Retail Access Programs**

- 1.0 This Service Agreement dated as of August 7, 2018, including the Specifications For Network Integration Transmission Service Under State Required Retail Access Programs attached hereto and incorporated herein, is entered into, by and between PJM Interconnection, L.L.C. ("Transmission Provider") as administrator of the Tariff, PJM Settlement Inc. ("Counterparty") as the counterparty, and Brookfield Renewable Energy Marketing US LLC, a transmission customer participating in a state required retail access program and/or a program providing for the contractual provision of default service or provider of last resort service ("Network Customer").
- 2.0 The Network Customer has been determined by the Transmission Provider to have a valid request for Network Integration Transmission Service under the Tariff and to have satisfied the conditions for service imposed by the Tariff to the extent necessary to obtain service with respect to its participation in a state required retail access program.
- 3.0 Service under this Service Agreement shall commence on August 7, 2018, and shall terminate on such date as mutually agreed upon by the parties, unless state law or regulations specify a limited period for service or unless earlier terminated for default under Section 7.3 of the Tariff.
- 4.0 The Transmission Provider agrees to provide, and the Network Customer agrees to take, Network Integration Transmission Service in accordance with the Tariff, including the Operating Agreement of the PJM Interconnection, L.L.C. ("Operating Agreement") (which is the Network Operating Agreement under the Tariff and is incorporated herein by reference) and this Service Agreement, as they may be amended from time to time.
- 5.0 Any notice or request made to or by either Party regarding this Service Agreement shall be made to the representative of the other Party as indicated below.

#### **Transmission Provider (on behalf of Transmission Provider and Counterparty)**

PJM Interconnection, L.L.C.  
2750 Monroe Blvd.  
Audubon, PA 19403

#### **Network Customer**

Brookfield Renewable Energy Marketing US, LLC  
480 de la Cite Boulevard  
Gatineau, QC J8T 8R3  
Canada

IN WITNESS WHEREOF, the Transmission Provider and the Network Customer have caused this Service Agreement to be executed by their respective authorized officials.

**Transmission Provider**

By: Michael E. Bryson Vice President – Operations \_\_\_\_\_ August 7, 2018  
Name: Michael E. Bryson Title Date

**Counterparty:**

By: Stanley H. Williams President \_\_\_\_\_ August 7, 2018  
Name: Stanley H. Williams Title Date

**Network Customer**

By: Jason Spreyer Senior Vice President \_\_\_\_\_ August 1, 2018  
Name: Jason Spreyer Title Date

**SPECIFICATIONS FOR**  
**NETWORK INTEGRATION TRANSMISSION SERVICE**  
**PURSUANT TO STATE REQUIRED RETAIL ACCESS PROGRAMS**

- 1.0 Term of Service: The term of service under this Service Agreement shall be from August 7, 2018 until terminated by mutual agreement of the parties, unless state law or regulations specify a limited period for service or unless earlier terminated for default under Section 7.3 of the Tariff.
- 2.0 Network Operating Agreement: In accordance with Section 29.1 of the Tariff, the Network Customer must be a member of PJM Interconnection, L.L.C. and a signatory to the Operating Agreement.
- 3.0 Network Load and Network Resources: The Network Customer shall be responsible for the Transmission Provider receiving the information pertaining to Network Load, Network Resources, and Behind The Meter Generation described in this section. Such information shall be provided in accordance with procedures established by the Transmission Provider. With respect to service requests under this umbrella Service Agreement, the Transmission Provider will deem the provision of the information specified in this section as complying with the application requirements set forth in Section 29.2 of the Tariff.
- 3.1 Network Load: For Network Load within the PJM Region, the Network Customer shall arrange for each electric distribution company ("EDC") delivering to the Network Customer's load to provide directly to the Transmission Provider, on a daily basis, the Network Customer's peak load (net of operating Behind The Meter Generation, but not to be less than zero, unless such generation is separately metered and reported to PJM), by bus, coincident with the annual peak load of the Zone as determined under Section 34.1 of the Tariff. The peak load shall be expressed in terms of tenths of a megawatt and shall include all losses within the PJM Region, including other transmission losses, and distribution losses. Unless a more specific bus distribution is available, the EDC may provide a bus distribution for the Network Customer's peak load proportional to the bus distribution for all of the load in the Zone. The information must be submitted directly to the Transmission Provider by the EDC, unless the Transmission Provider approves in advance another arrangement. For Non-Zone Network Load, the Network Customer shall provide to the Transmission Provider, on a daily basis, the Network Customer's peak load, by interconnection at the border of the PJM Region, coincident with the annual peak load of such area as determined under Section 34.1 of the Tariff. The peak load for such Non-Zone Network Load shall be expressed in terms of tenths of a megawatt and shall not include losses within the PJM Region. Unless a more specific bus distribution is identified and node definition requested, a service request shall be granted upon submission of the information set forth in this Section 3.1 without any further confirmation procedures. If a Network Customer under this Service Agreement, prior to the commencement of service or at any time after the commencement of

service, identifies a more specific bus distribution and requests a node definition for all or part of its Network Load that is served under state required retail access programs, the Network Customer shall notify both the Transmission Provider and the electric distribution company pursuant to the notification procedure and schedule set forth in the PJM manuals. The Transmission Provider, exercising its independent judgment and expertise, shall have the authority to resolve any difference of opinion that may arise between the Network Customer and the electric distribution company as to the applicable bus distribution or node definition. If confirmed, the more specific bus distribution will not be used for billing and settlement purposes, however, until the notification procedure set forth in the PJM manuals is completed, and in no event until June 1, to correspond with the commencement of the annual planning period.

- 3.2 **Network Resources:** The Network Customer, as necessary, shall designate from time to time its Network Resources. In the event the Network Resource to be designated is Behind The Meter Generation, the designation must be made before the commencement of a Planning Period as that term is defined in the Operating Agreement and will remain in effect for the entire Planning Period. Such Network Resources must be acceptable to the Transmission Provider as Network Resources in accordance with the Tariff and the Operating Agreement. Designations of resources that have not previously been accepted as Network Resources of any Network Customer or Transmission Customer shall include the information set forth in Section 29.2(v) of the Tariff. Changes in the designation of Network Resources will be treated as an application for modification of service. The Network Customer shall confirm the acceptance of a Network Resource within 15 days of the completion of a System Impact Study or 30 days after completion of a Facilities Study, as is applicable. The Transmission Provider will maintain a current list of Network Resources, which shall be updated from time to time.
- 3.3 **Hourly Load:** The Network Customer and/or the EDCs delivering to the Network Customer's load shall provide to the Transmission Provider, on a daily basis, hourly loads and an associated bus distribution for the Network Load. For Network Load within the PJM Region, hourly loads required under this Section shall include all losses within such area, including transmission losses, and distribution losses. The Network Customer shall notify the Transmission Provider whether the Network Customer or the EDC will submit the hourly loads. The submitted load values will include losses and shall be reduced using the applicable loss factor determined by the Transmission Provider whenever a billing determination is calculated under the Tariff without losses.
- 3.4 **Energy Schedules:** The Network Customer shall schedule energy for its hourly loads in accordance with the Appendix to Attachment K of the Tariff.
- 3.5 **Interruptible Loads:** The Network Customer shall inform or shall arrange for each EDC delivering to Network Customer's load to inform Transmission Provider about the amount and location of any interruptible loads included in the Network



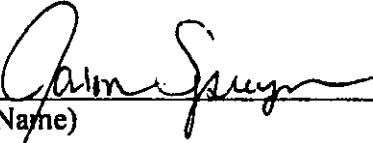
Load. This information shall include the summer and winter peak load for each interruptible load (had such load not been interruptible), that portion of each interruptible load subject to interruption, the conditions under which an interruption can be implemented, and any limitations on the duration and frequency of interruptions.

- 3.6 Procedures for Load Determination: The procedures by which an EDC will determine the peak and hourly loads reported to the Transmission Provider under Sections 3.1 and 3.3 may be set forth in a separate schedule to the Tariff for each EDC.
- 3.7 Behind The Meter Generation: For Behind The Meter Generation of a Network Customer that requires metering pursuant to section 14.5 of the Operating Agreement, the Network Customer shall arrange for the Transmission Owner or EDC to provide directly to Transmission Provider information pertaining to such Behind The Meter Generation and the total load at its location as necessary for PJM's planning purposes.
- 4.0 Energy Imbalance Service: The Network Customer will receive Energy Imbalance Service from the Transmission Provider in accordance with Schedule 4 of the Tariff. Energy Imbalance Service is considered to be PJM Interchange and will be charged at the Locational Marginal Price determined pursuant to Section 2 of the Appendix to Attachment K of the Tariff.
- 5.0 Reconciliation Billing: For Network Load within the PJM Region, to the extent required, the Transmission Provider will reconcile the Network Customer's hourly energy responsibilities as initially reported to Transmission Provider and its hourly energy consumption based on, or estimated from, metered usage, and provide corresponding charges and credits to Network Customer. Such reconciliation, if required, shall be made at the applicable rate.
- 6.0 Designation of party subject to reciprocal service obligation: The Network Customer shall comply with Section 6 of the Tariff.
- 7.0 Name(s) of any Intervening Systems providing transmission service: To the extent any Network Resources are located outside the PJM Region, the list of Network Resources maintained by the Transmission Provider referenced in Section 3.2 of these specifications, shall identify any intervening systems needed to deliver those Network Resources to the Network Customer's retail load.
- 8.0 Charges: Service under this Service Agreement may be subject to some combination of the charges detailed below. (The appropriate charges for individual transactions will be determined in accordance with the terms and conditions of the Tariff.)
  - 8.1 Embedded Cost Transmission Charge: The embedded cost transmission charge shall be determined in accordance with the formula set forth in Section 34 of the Tariff.

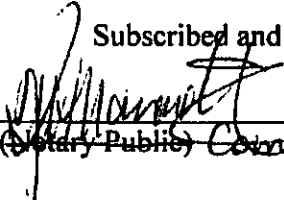
- 8.2 System Impact and Facilities Study Charges: To the extent Network Resources are located outside, or a new resource is added to, the PJM Region, a System Impact Study and/or Facilities Study Agreement and related charges may be required pursuant to Section 32 of the Tariff.
- 8.3 Direct Assignment Facilities Charge: To the extent that facilities or portions of facilities must be constructed by a Transmission Owner for the sole use or benefit of the Network Customer to accommodate the service requested by the Network Customer, the Network Customer shall be responsible for the cost of such Direct Assignment Facilities, and the charges for such facilities shall be specified at the time that the Transmission Provider determines the facilities that are needed to provide the requested service.
- 8.4 Ancillary Services Charge: In addition to Energy Imbalance Service, Transmission Provider shall bill the Network Customer for ancillary services in accordance with Schedules 1, 1-A, 2, 3, 5, 6, and 9 of the Tariff. To the extent required, the ancillary services charges shall also be reconciled based on any differences between the Network Customer's hourly energy responsibilities as initially reported to Transmission Provider and its hourly energy consumption based on, or estimated from, metered usage.
- 8.5 Other Supporting Facilities Charge: None.
- 8.6 [Reserved]
- 8.7 Other Charges: Transmission Provider shall charge Network Customer any and all other charges set forth in the Tariff applicable to providing Network Integration Service.
- 9.0 Designated Agent: To the extent that a Designated Agent for one or more Network Customers provides to the Transmission Provider any of the information required by these Specifications, it shall provide the information separately for each Network Customer.

**CERTIFICATION**

I, Jason Spreyer, certify that I am a duly authorized officer of Brookfield Renewable Energy Marketing US LLC (Network Customer) and that Brookfield Renewable Energy Marketing US LLC (Network Customer) will not request service under this Service Agreement to assist an Eligible Customer to avoid the reciprocity provision of this Open-Access Transmission Tariff.

  
\_\_\_\_\_  
(Name)

Senior Vice President  
\_\_\_\_\_  
(Title)

Subscribed and sworn before me this 1st day of August, 2018.  
  
\_\_\_\_\_  
~~Notary Public~~ Commissaire

My Commission expires: February 3, 2019

**RUTHANNE TEETZEL**  
Commissaire à l'assermentation  
No. 213709  
Pour le Québec, avec juridiction  
en Ontario

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized representatives.

By:   
Company Name: **Brookfield Renewable Energy Marketing USLLC**

Date: August 1, 2018

**Brookfield**

Brookfield Renewable Energy Marketing US LLC  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Tel 646.992.2400  
Fax 646.992.2470  
www.brookfieldrenewable.com

**Exhibit 8D**  
**Oversight of Marketing**

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Brookfield Renewable's marketing department will be overseen by its Chief Executive Officer, Jeh Vevaina, as well as a compliance department. Brookfield Renewable is part of the Brookfield group of companies that employs a compliance team which prepares policies, procedures and training programs for Brookfield Renewable and its affiliated marketers to ensure compliance with laws and regulations and to adhere to Brookfield's Code of Business Conduct and Ethics.

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**Exhibit 8E**  
**Resumes**

**F.Mitchell Davidson, MBA**  
2122 Milano Court  
Palm Beach Gardens, FL 33418  
561.310.3227  
mdavidson7@comcast.net

**PRESIDENT | CHIEF EXECUTIVE OFFICER**

Innovative and resourceful business leader with over 15 years of experience in unregulated energy markets encompassing 26 states, Canada and Spain. Led NextEra Energy Resources' production of electricity from clean and renewable resources to become the nation's most disciplined competitive power generators. Ensured a 19,000 plus megawatt fleet operated at top levels of safety, performance and environmental compliance. Maximized financial performance through increasingly volatile energy commodity markets and bolstered growth and profitability at NextEra Energy, Inc. to over \$15B in revenue. Set the course to growth and development for large and small enterprises and ensure the highest standard of service by building a strong reputation and encouraging a positive impact on the environment and communities.

---

**PROFESSIONAL EXPERIENCE**

**PRESIDENT & CHIEF EXECUTIVE OFFICER**  
**NextEra Energy Resources, Inc. | 2006 – 2011 | Juno Beach, FL**

*NextEra Energy Resource, LLC and FPL are subsidiaries of NextEra Energy, Inc. a leading wholesale power generator and public utility.*

Promoted to President & CEO for NextEra Energy Resources from Vice President of Business Management in December 2006, having overseen all business management activities associated with generation assets. Spearheaded business development and operations expansion and grew firm into the largest U.S. producer of renewable energy from the wind and the sun. Led an executive management team of 10 and originated leadership and operational strategies across branding, marketing, financial management, accounting, and organizational processes. Headed acquisitions, forged strategic partnerships, built customer alliances and strong relationships with senior political figures such as Governor Schwarzenegger and Secretary of the Interior Salazar. Managed a corporate budget of over \$1.4B.

**Key Achievements:**

- Outperformed industry peers by 119 percentage points in total shareholder return by reflecting the solid business practices of parent company, NextEra Energy, Inc., a Fortune 200 company and one of the nation's largest providers of clean energy services.
- For the full-year 2010, Energy Resources reported net income on an adjusted basis of \$800M, or \$1.93 per share.

- Created significant visible growth through 2014 by developing a robust backlog of long-term contracted renewable projects totaling \$7.6B of planned capital expenditures in the U.S., Canada, and Spain.
- Led NextEra Energy Resources into the retail market through the acquisition of Gexa Energy; Gexa continued to expand its market position and customer experience in Texas in 2010 and 2011.
- NextEra Energy Power Marketing LLC, a NextEra Energy Resources subsidiary, is one of the largest U.S. purchasers of natural gas and markets the largest renewable energy portfolio in the country.

**SENIOR VICE PRESIDENT, BUSINESS MANAGEMENT****NextEra Energy Resources, Inc., formerly FPL Energy | 2005 – 2006 | Juno Beach, FL FPL Energy | 2004 – 2005 | Texas**

Directed business development initiatives through a plan of significant organic growth and strategic acquisitions for FPL Energy's Fossil, Wind, Solar, and Nuclear assets. Instrumental in structuring and negotiating complex contracts and intricate business relationships. Created and oversaw the fossil and nuclear generation assets, including budgeting, all local and state regulatory responsibilities such as relationships and strategies, and community relationships.

**SENIOR VICE PRESIDENT, ENERGY MANAGEMENT****Duke Energy North America | 2002 - 2003 | Houston, TX**

Provided executive oversight and coordination of Duke Energy North America's gas, power, crude oil trading and risk mitigation matters that impacted the company's profitability and growth. Developed and implemented DENA's five-year budget objectives, assurance of Trade Operations Compliance and the daily management of the Houston, Salt Lake and Calgary offices and 120 employees. Managed a General and Administrative budget of \$32M in 2003 with an accrual and mark-to-market profit expectation of \$225M.

**SENIOR VICE PRESIDENT, ORIGINATION****Duke Energy North America | 2001 - 2001 | Houston, TX**

Directed sales, marketing, and business development efforts in North America. Led the formulation of DENA's go-to-market strategy and product roadmap, the execution of marketing mechanisms that accelerated profitable sales growth and brand recognition through creative and customer-driven insights, and the development of a world-class sales organization. Oversaw a team of 75 in Houston, Salt Lake City and Calgary as well as a budget of \$18M and elevated profit to \$150M. Led a team of 75 employees in Houston, Salt Lake and Calgary.

**EXECUTIVE VICE PRESIDENT****Entergy Entergy-Koch, LP | 2001 | Houston, TX**

Directed New Business Development, Strategic Planning and Business-to-Business Strategies in North America and Europe.

**SENIOR VICE PRESIDENT****Entergy Power Marketing, Corp. | 1999 - 2001 | The Woodlands, TX**

**VICE PRESIDENT OF MARKETING | DIRECTOR, ELECTRICITY & GAS MARKETING****Entergy Entergy-Koch, LP | 1999 | Houston, TX**

Created a nationally recognized Power Marketing and Sales Team and created new and innovative products for customers like Sam Rayburn Municipal Power Authority (long-term sales agreement) and ORMET Primary Aluminum (energy management agreement).

**POWER MARKETING MANAGER****Enron Power Marketing, Inc. | 1997 - 1999 | Houston, TX**

Managed Southwest Power Pool (SPP) Mid-Marketing and leveraged the strategic positioning of EPMI power sales and purchases within a time frame one month to five years.

**POWER TRADING****Enron Power Marketing, Inc. | 1994 - 1999 | Houston, TX**

Daily and short-term electricity trader for the SPP and Electric Reliability Council of Texas (ERCOT) regions.

**SUPERVISOR, FABRICATION & REPAIR FACILITY****Allied Signal Technical Services Corporation | 1992 - 1993 | Houston, TX**

Directed mechanical parts production in accordance with Aerospace Engineering design principles. Prepared monthly, yearly, and 5-year projections of manpower for multiple support facilities.

**MECHANICAL ENGINEER****Allied Signal Technical Services Corporation | 1989 - 1991 | Houston, TX**

Coordinated project design, fabrication, installation and testing of space shuttle robotics and mockups used in astronaut training and space station design.

**EDUCATION AND PROFESSIONAL CERTIFICATIONS****Masters of Business Administration | University of Houston | Clear Lake, Texas****Bachelor of Science, Industrial Technology | Southwest Texas State University | San Marcos, Texas**

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**PROFESSIONAL MEMBERSHIPS AND INTERESTS**

Chairman of the 2009 United Way campaign for NextEra

Energy, Inc. Involved with 2010 and 2011 United Way

campaigns.

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## AWARDS

### ENVIRONMENTAL

#### **Dow Jones Sustainability Index**

NextEra Energy was named in 2011, 2010 and 2009 to the Dow Jones Sustainability Index (DJSI) of the leading companies in North America for corporate sustainability. The DJSI North America selects the top 20 percent of companies in sustainability performance from the 600 largest companies in North America.

#### **Carbon Disclosure Leadership Index**

NextEra Energy was named in 2010, 2009 and 2008 to the Climate Disclosure Leadership Index by the Carbon Disclosure Project (CDP), a not-for-profit organization that reports on the business risks and opportunities of climate change on behalf of 534 institutional investors with \$64 trillion in assets under management. Compiled by PriceWaterhouseCoopers on behalf of CDP, the Climate Disclosure Leadership Index highlights companies within the S&P 500 Index that have displayed the most professional approach to climate disclosure practices.

#### **Global 100 Most Sustainable Large Corporations**

NextEra Energy in 2009 was selected one of the Global 100 most sustainable large corporations in the world by Corporate Knights and Innovest. The announcement, made at the Davos World Economic Forum in Switzerland, marked the fifth straight year the company was included on the list.

### ECONOMIC

#### **Fortune Most Admired Companies**

In 2011, NextEra Energy was named one of the top 10 most socially responsible companies in the world on Fortune magazine's annual survey of the "World's Most Admired Companies," and was the No. 1 company overall in its sector for the fifth consecutive year. In 2010, the company was named one of the top 10 most innovative companies in the world on Fortune's annual survey.

#### **Platts' Power Company of the Year**

In 2009, NextEra Energy received Power Company of the Year honors against a field of 200 international competitors at the Platts Global Energy Awards held in New York City. Nominees for Power Company of the Year are evaluated based on their ability to develop and implement a strategic plan that "optimizes performance and growth while taking an aggressive, proactive approach toward a radically altered business and trading environment." The specific judging criteria

#### **EI Index Award for Highest Total Shareholder Return**

In 2009, the Edison Electric Institute presented its EEI Index Award to NextEra Energy. The EEI Index of shareholder-owned electric utilities is a peer group index that values total return on each electric utility over a five-year period, thus providing a benchmark for long-term financial performance. For the five-year period ending Sept. 30, 2009, NextEra Energy was the top ranking large-cap company, with a 90 percent return. That return was the highest of all EEI Index companies.

**Most Responsible Companies in Corporate Governance**

On corporate governance, NextEra Energy was one of only 43 companies out of more than 4,200 evaluated to receive a perfect score of 10.0 from Governance Metrics International. The ratings are based on six broad categories: board accountability, financial disclosure and internal controls, shareholder rights, remuneration, market for control, and corporate behavior.

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10281

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416-432-0158

**EXPERIENCE**

2018 to Present

Chief Executive Officer

BROOKFIELD ENERGY MARKETING GROUP

- Responsible for the oversight of all operations for Brookfield Energy Marketing Group, which consists of six power marketers active in the United States and Canada, including Brookfield Energy Marketing LP (BEM LP) and Brookfield Renewable Energy Marketing US LLC (BREM US).

*BEM LP acts as the wholesale trading agent for Brookfield Renewable Partners, L.P. ("Brookfield Renewable"). BEM LP's activities include daily trading of the energy and energy related products for Brookfield Renewable's merchant North American asset fleet. It sells energy, capacity, ancillary services, renewable energy credits and related products into the wholesale markets and to bilateral counterparties and also engages in financially-settled commodity-based hedging and swaps. BEM LP has a 24/7 real time trading desk, as well as senior traders and schedulers for the day ahead markets in each of PJM, ISO-NE, NYISO, CAISO, MISO and IESO.*

*BREM US currently sells energy from a variety of Brookfield Renewable's assets to one large purchaser and will become the retail energy service company for the Brookfield Energy Marketing Group.*

*Brookfield Energy Marketing Group has approximately 80 employees, including traders, schedulers, a compliance team, generation asset management planners, a risk management team, and a settlement and structured transactions group.*

2017 to Present

Senior Vice President and Chief Investment Officer  
BROOKFIELD RENEWABLE GROUP

- Responsible for the oversight and growth strategy of all of Brookfield Renewable's commercial development activities in the United States and Canada. Manages a team of executives responsible for outreach, negotiation and execution of long term power purchase agreements for Brookfield Renewable's existing merchant generators, for identifying and executing on strategies to create value for Brookfield Renewable's asset fleet, and for identifying new markets for energy sales and expanding Brookfield Renewable's footprint into the retail market space.
- Responsible for the oversight of government and regulatory affairs for Brookfield Renewable in the United States and Canada. Manages a team of executives responsible for presenting Brookfield Renewable's views on energy policy and lobbying for new renewable power legislation, as well as managing relationships with each of the independent system operators in the United States and Canada.

*Brookfield Renewable Partners, L.P. is a multi-technology, globally diversified owner, operator and developer of renewable power assets. Brookfield Renewable is one of the world's largest public, pure-play renewable power businesses with \$43 billion of assets under management and more than 17,400 MW of capacity across North America, South America, Europe and Asia.*

2015 – 2017

Vice President, Mergers & Acquisitions  
BROOKFIELD ASSET MANAGEMENT INC.

- Responsible for evaluating and executing global investments in the renewable power sector. *Brookfield Asset Management is a global alternative asset manager with approximately \$285 billion in assets under management. In business for over 115 years, Brookfield Asset Management owns and operates assets with a focus on property, renewable energy, infrastructure, and private equity.*

2010 to 2015

Associate  
BMO Capital Markets  
Power and Energy Infrastructure Practice



- Developed business case to leverage controlled lands at existing operating assets to repurpose into solar generating development projects
- Participated on several M&A transactions supporting the growth of our development and operating presence in North America
- Negotiated agreements with key partners in our recent Massachusetts Clean Energy proposal and participated as key member of steering committee

**Senior Vice President – Development and Construction****6/13 –****11/15**

Reporting to the COO, North America, overall accountability for development activities in eastern North America as well as major capital projects executed in the growth of our business as well as significant reinvestments at our operating facilities.

- Negotiated capital improvement agreement for 417MW hydroelectric facility located in Pennsylvania with Amtrak to refurbish existing 25Hz equipment and extend Power Purchase Agreement for an additional 10 years.
- Negotiated Partnership Agreements with First Nations and assumed development accountabilities for portfolio of ~600MW of wind assets and 12MW hydro asset located in Northern Quebec with potential investment of \$1.3 billion.
- Developed North American outreach strategy in key market areas with focus on core technologies, including hydro, wind and solar.
- Successfully developed business cases supporting the redevelopment and upgrade of existing facilities at attractive returns for several operating assets in North America providing opportunity to deploy >\$10 million of capital.
- Oversaw the major projects and construction group in the successful completion of a dam anchoring project in West Virginia and the 5 year rehabilitation of a transmission system in North Carolina/Tennessee without any high risk incidents in work execution.
- Lead developer on several wind and solar opportunities in North America responsible for advancing interconnection, permitting and negotiating Power Purchase Agreements.
- Identified opportunities and supported M&A group in the evaluation of several development targets in North America for acquisition at various stages of development.

**Senior Vice President and Chief Financial Officer – Brookfield Utilities****9/11 –****6/13**

Reporting to the COO, Brookfield Utilities, together we created the Utilities platform within Brookfield with overall accountability for development, acquisition and capital deployment decisions to enhance our worldwide presence in the electric utility industry.

- Led joint-venture with Isolux in the development, construction and transition to operations of an \$875 million investment in 375 miles of 345kV transmission in Texas as part of the Competitive Renewable Energy Zone program.
  - Led all partnership dealings, including education of Spanish partner in US/Texas utility process
  - Chaired the financial and rate case committees for the partnership, including the development of the team located in Austin, TX
  - Developed strategy to minimize impacts from rate lag leading to initial rate case for the new utility with no capital cost disallowances.
  - Oversaw dealings with EPC contractor and participated in decision making process to deliver project on scope, schedule and budget.
  - Participated in the development of operating procedures required under regulatory requirements in support of transition of business to operations.
- Led integration, financial and operational, for approximately \$500 million investment in distribution utility located in Boyaca, Colombia.

- Developed and oversaw the execution of the integration plan for the business, including the review of capital plans, business structuring, HSSE, regulatory and rate making, financing, treasury and accounting and reporting.
- Evaluated rate structure/strategy, treasury and tax policies and implemented plan to increase rates, free trapped cash and reduce cash taxes for the utility creating significant year 1 value not included in acquisition model.
- Led health, safety, security and environment evaluation of business as part of the business integration.
- Developed investment metrics and review criteria for evaluation of capital investments within the business.
- Led integration and implementation of business plan for the \$200 million acquisition of the Cross Sound Cable.
  - Developed and led the integration of the business, including completing the initial financing, human resources plans, business execution plans and preparing initial business plans.
  - Successfully negotiated PILOT agreement significantly reducing real estate tax costs and risks over the life of the long-term contract with LIPA.
  - Implemented human resources plan to increase efficiencies and effectiveness of business performance.
  - Developed plan and successfully implemented measures that decreased operating costs by >\$1 million in the first 12 months of ownership that exceeded the acquisition model expectations.
- Developed rate case strategy for operating utility in Ontario, Canada, including approach to include corporate costs in rate base recovery.
- Accountable for evaluating capital deployment opportunities within Brookfield's utility businesses.
- Responsible for all accounting, reporting, treasury, tax and financing functions.

**Senior Vice President – Corporate Finance (Ottawa, Ontario)**  
9/11

11/09 –

Reporting to the CFO, the primary responsibilities were to oversee the accounting, external and internal reporting, financial planning and analysis and business processes for the Company. Specific accomplishments include the following:

- Tasked with re-building a finance organization that had been in significant distress to better align the team with the business objectives.
- Project Sponsor for the Company-wide replacement of ERP tool and upgrading of Company's business processes.
- Led the Company in the transition to IFRS from Canadian GAAP in 2010, including the establishment of the policies and procedures and fair value accounting standards.
- Led the transition to IFRS from Canadian GAAP for our publicly traded income fund in 2011 following the Brookfield wide transition in 2010
- Provided financial reporting and accounting guidance in completing Brookfield Renewable Energy Partners public offering in 2011.
- Support organization in capital raising initiatives, providing insight into legal, tax and finance solutions.

**Chief Financial Officer – US Operations**  
11/09

11/08 –

Overall responsibility for the finance organization of approximately 40 individuals within the United States. Primary functions focused on procurement, tax, treasury, accounting and internal and external reporting.

- Developed financial team supporting the CFO office in the United States following the decentralization of the business from Canada.

- Oversaw tax planning initiatives resulting in state and federal cash tax savings of approximately \$3.4 million.
- Identified and managed effort to centralize procurement functions, focusing on singular process and obtaining transparent information in supporting value added initiatives.
- Supported integration of development organization into US Operations, including refocusing the business objectives and investment decisions.
- Member of Board of Managers and Joint Ownership Committee on several investments within the United States.
- Worked as a member of the team completing due diligence on the Company's first wind development project in the United States.
- Supported analysis of business growth opportunities in the United States, leading the investment analysis and recommendations.

**VEOLIA ENERGY NORTH AMERICA (THERMAL NORTH AMERICA, INC.), BOSTON, MA 7/06 – 11/08**

Veolia Energy North America purchased Thermal North America, Inc. ("TNAI"), and its subsidiaries, The Trigen Companies, in 2007 and is a leader in combined heat and power generation, serving 1,100 customers in 11 cities from 22 central plants.

**Vice President and Controller**

Oversaw the accounting, external and internal reporting, financial compliance, internal controls, taxation and information system applications for the Company with approximately \$400 million in revenues and \$660 million in assets reporting to the Chief Financial Officer. Specific accomplishments include the following:

- Tasked with building a financial organization to address the Company's deficiencies in the reliability of financial information and reporting.
- Hired a team of professionals tasked with the execution of the improvement plan.
- Developed plan to centralize key functions to increase reliable information, improve accuracy and control and greatly reduce costs.
- Key member of the acquisition team to purchase a central chilled water plant in Atlanta and the acquisition of a central district energy system located in Los Angeles and Las Vegas, supporting the completion of the purchase and sale agreement and key terms.
- Led the Information Systems Applications group, including serving as Executive Sponsor for the implementation projects aimed at improving efficiency, reliability and transparency of financial information.
- Worked as a member of the Transaction team tasked with supporting the due diligence and negotiating the sale of the Company to Veolia Energy North America, Inc. ("Veolia") and subsequently serving as a key member of the integration team.

**INTERGEN SERVICES, BURLINGTON, MA 07/06****07/03 –**

InterGen is a worldwide Independent Power Producer conducting business in Europe, Asia, Australia and Mexico.

**Director of Accounting and Business Support****02/04 –****07/06**

Responsible for the accounting, structuring and internal documentation in support of InterGen's divestiture, development and acquisitions program.

- Key member of the Transaction close team involving the \$1.75 billion sale of InterGen to AIG and Ontario Teachers Pension Plan.
- Corporate lead on managing the purchase accounting as required under US GAAP for the sale of InterGen.
- Worked as part of a team that successfully completed the restructuring and refinancing of an existing project in Mexico as well as supporting the acquisition of an additional interest in the project during February 2006.

- Managed the accounting, structuring and business support for individual divestiture transactions during 2004.

**Americas' Controller**  
2/04

7/03 –

- Oversaw the preparation of accounting policies and procedures over financial reporting for the North American and Latin American portfolios in compliance with US GAAP.
- Analyzed and prepared the guidance for the accounting treatment of the Long-Term Maintenance Service Agreements for InterGen assets.

**CALPINE CORPORATION, BOSTON, MA**  
7/03

11/99 –

Calpine Corporation was a Fortune 500 Company competing in the Independent Power Producer Industry with revenues of \$7.5 billion and total assets of \$23.2 billion in 2002.

**Accounting Manager**  
07/03

06/01 –

Joined the organization in 1999 with the assignment to create a financial organization to support Calpine's expansion to the east coast.

- Responsible for the preparation, analysis and application of GAAP to all assets in the eastern division.
- Generate and consolidate financial statements consisting of approximately 15 operational power plants, and 11 projects in construction or development with approximately \$5.5 billion in assets and \$2.1 billion in revenues for reporting to senior management.
- Conducted monthly forecasts of power plant profitability for senior management.
- Managed a staff of 8 professionals.

**Accounting Supervisor**  
6/01

11/00 –

- Built an accounting department to support the growth through acquisition experienced in the Eastern Region.
- Supported the acquisition of three Northeast power plants consisting of assets of approximately \$450 million, and the immediate refinancing of the assets via a sale-leaseback transaction.
- Led several process improvement initiatives to improve timeliness and reliability of financial reporting.

**Senior Accountant**  
11/00

11/99 –

- Supported Calpine's extensive growth through acquisition of power plants in the Northeast and Florida.
- Supported and accounted for Calpine's acquisition of 7 operational power plants totaling approximately \$500 million in total assets.

**WOLF & COMPANY, P.C., BOSTON, MA**  
10/99

9/97 –

**Senior Accountant**

- Responsible for conducting and supervising audit engagements.
- Prepared financial statements in accordance with GAAP for clients ranging from \$2 million to \$75 million in revenues.
- Worked extensively in auditing and preparing SEC documents related to an initial public offering.

**ROBERT SHARKANSKY & COMPANY, BROCKTON, MA**  
9/97

1/96 –

**Staff Accountant**

- Performed audit and tax related services for clients ranging from \$2 million to \$55 million in revenues.



**PROFESSIONAL AFFILIATIONS**

Member of Massachusetts Society of Certified Public Accountants, 1999  
Member of American Institute of Certified Public Accountants, 2002

**OTHER INTERESTS/ACTIVITIES**

Member of the Hydrovision Steering Committee – 2016 to present  
Treasurer – Great Harbors Resident Association 6/2016 to present  
Nominating Committee – Great Harbors Resident Association Nominating Committee – 6/2015 to 6/2016  
University of Massachusetts, Dartmouth baseball team – 1991 to 1995  
Player/Coach, Easton Huskies baseball – 1997 to 2011

**SPEAKING ENGAGEMENTS**

Infocast Northeast Renewables Summit – 5/2018  
Platts Northeast Power and Gas Markets – 5/2018  
Hydrovision International – 2016, 2017 and 2018  
National Hydropower Association – 1999, 2016 and 2017  
Solar Goes Corporate, New York – 2017  
NHA Northeast, Portland, ME – 2017  
Infocast Wind, San Diego, CA – 2018

**WALTER DI CESARE**

**5 Cimarron Crescent  
Ottawa, Ontario**

**Residence (613) 225-3906  
Business (819) 921-5062**

**wdicesare@gmail.com**

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**PROFESSIONAL EXPERIENCE****Brookfield Renewable Partners L.P. (BEP)**

March 2008- Current

**Vice President – Legal Services- North America**

- I lead a team of 12 lawyers and paralegals responsible for delivery of all legal services for BEP's North American Operations. BEP is one of the world's largest publicly-traded pure-play renewable power platforms, with over 2,000 employees. Our team is responsible for all commercial, regulatory, project development, procurement, project financing, litigation, employment and labour matters.
- Our legal team manages over 250 legal entities and is responsible for all corporate governance matters related to our joint ventures in North America. Our team supports on

all corporate reorganizations. We are responsible for applying and managing BEP's rigorous related party conflicts policies, in North America.

- From early 2013 to July of 2015, I lead the legal team that supported BEP's North American transactions group, including mergers and acquisitions and project financing.
- From 2008-2013, I was Vice President of Legal Services for BEP's Canadian Operations responsible for the delivery of all legal services for BEP's Canadian business.
- Over the course of over 9 years with BEP, I have had the opportunity to participate in and take a leadership role in all aspects of BEP's business.

## **Department of Justice**

### **Senior Counsel**

April 2004- March 2008

- I provided commercial and regulatory law advice to Industry Canada. The commercial matters were varied and included the negotiation of complex commercial agreements. On the regulatory side, I advised Industry Canada in connection with its mandate and authority, as well as the creation of new programs. I assisted Industry Canada with the creation of the Industrial Technologies Office (ITO), an agency of Industry Canada. In that regard, I assisted with the Treasury Board submissions that created and that set out the terms of reference and funding for ITO, as well as the terms and conditions for the program that it administers.
- I also provided commercial and regulatory law advice to Infrastructure Canada, then part of the Transport Canada, Infrastructure and Communities Portfolio. On the commercial side, I assisted in the negotiation and drafting of contribution agreements for large public infrastructure projects. On the regulatory side, I advised Infrastructure Canada in connection with the creation of its multi-billion dollar contribution programs. In that regard, I provided advice in connection with Memoranda to Cabinet, Treasury Board submissions and the drafting of program terms and conditions.
- Before leaving to join BEP, I was the lead Justice lawyer advising the Ministry of Natural Resources in its review of options regarding the possible disposal of Atomic Energy of Canada assets.
- I regularly briefed and advised senior officials, including Deputy Ministers and Senior Deputy Ministers.

## **Borden Ladner Gervais LLP**

**Partner**

1987-2004

- During my 18 years of private practice at Borden Ladner Gervais LLP, a national law firm with over 650 lawyers, I developed a busy and varied commercial law practice by effectively servicing sophisticated and demanding business clients.
- My practice was focused on providing corporate and commercial law advice and assisting clients in complex commercial transactions.

**EDUCATION****Degrees**

- LLB Cum Laude, 1985  
University of Ottawa

Called to the Bar of the Province of Ontario in 1987

- Bachelor of Commerce with Honours, 1982  
Carleton University

**ASSOCIATIONS**

- Member of the Law Society of Upper Canada and the Canadian Bar Association

**REFERENCES**

- Available upon request

**Oded Hirsch****Professional Experience****2012 – present****Brookfield Renewable Energy - VP Energy Risk Management**

- 6 years of experience in Energy Risk management
- There are 4 functions/teams under my supervision as follows:
  - o Risk Control: Monitoring and enforcing compliance with the RMP, conducting risk analysis and reviewing proposed transactions that falls outside of RMP scope
  - o Market Risk: The quants of the company with responsibility to create and maintain structured transactions and real option models and support quantitative analysis and modelling for various initiatives across all groups
  - o Compliance: Responsibility for managing the regulatory compliance program with close interface with Trading
  - o Operational Excellence: Support the management of key transactional initiatives (e.g. capacity qualification and auctions) develop new operational programs, mitigate key operational risks as identified and approved by the Op risk committee, be the expert in processes, systems and business continuity in EMR (Energy, Marketing and Risk)

**2011 – 2012****Octonion Capital**

Managed the exclusive fund of an alternative investments boutique. Attracted funds from investors, and managed trading operation and risk management.

**2010 – 2011****Safetrade Ltd.**

Founded a company focused on quantitative finance, financial modelling, risk management, and sophisticated investments mentoring. Managed client accounts using proprietary investment models, created risk-management solutions, and instructed sophisticated investors.

**2007 – 2009****Self-employed (Quantitative Finance / EMBA Studies)**

Created sophisticated derivatives trading models and advanced risk-management methods for clients.

**2004 – 2006****A.D. Scaffolds Ltd.**

Worked as the general manager for a leading Israeli construction-equipment company, with more than 80 employees, operating and supporting some of the country's biggest construction projects. Planned and executed business plans, construction-site working plans, pricing projects, negotiations, and financial management.

**Education**

Canadian Securities Institute

Canadian Securities Course certification **2013 - 2014**

Hebrew University (Jerusalem)

Executive MBA in Finance, Banking & Risk Management, **2008 – 2009**.

Megamot College (Tel Aviv)  
Capital markets and investments course **2005** (full year)

Recanati Business School, Tel Aviv University (Tel Aviv)  
Projects Management Course, **2004**

Hebrew University (Jerusalem)  
General B.A., **2001-2003**

**Languages**

Fluent in English and Hebrew

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**WORK EXPERIENCE**

2011 – Present

**BROOKFIELD ENERGY MARKETING INC.**  
(Energy Marketing and Trading Platform – Renewables)  
Gatineau, Quebec  
Senior Contract and Regulatory Analyst

- Drafting and negotiating master energy trading agreements (ISDAs, EEIs, WSPPs, NAESBs and Gas EDIs), long form confirmations, capacity supply obligations, RECs and emissions confirmations, transmission service and interconnection agreements, assignment of gas transportation, and credit support documentation (parental guarantees and letters of credit) for energy trading and marketing purposes
- Drafting and negotiating various legal agreements including power agency agreements, term sheets, confidentiality agreements and consulting agreements

- Reviewing, revising and assisting corporate development team in responding to various RFPs and RFIs
- Applying for, renewing and maintaining complex permits and licenses to buy, sell and import/export energy and natural gas, including
  - Federal Energy Regulatory Commission: market-based rate authorizations (including applications, tariffs, notices of change of status and triennials), qualifying facility certifications, exempt wholesale generator certifications and interlocking directorates
  - National Energy Board electricity export licenses and natural gas import/export licenses
  - Department of Energy (US) electricity export licenses and natural gas import/export licenses
  - Ontario Energy Board wholesale licenses
- Conducting due diligence and preparing reports for acquisitions, dispositions and financings
- Reviewing and summarizing power purchase agreements
- Working with an integration team to incorporate new assets into the organization
- Training junior law clerks
- Preparing and presenting to management and staff educational presentations, including permits and licenses, trading contracts and corporate policies
- Extensive knowledge of Dodd Frank and Quebec Derivatives Act legislation

2005 – 2011

**BROOKFIELD RENEWABLE POWER INC.**

(Corporate Platform and Reporting Issuer – Renewables)

Gatineau, Quebec

Law Clerk

- Drafting annual information forms and annual proxy materials for publicly traded income fund and for reporting issuer, including preparing documents in accordance with securities legislation, working with human resources department on executive compensation section, presenting to senior management and incorporating comments, liaising with outside counsel to ensure compliance, arranging for translation, liaising with registrar and transfer agent for mailing to unitholders and filing documentation on SEDAR
- Working with team of lawyers drafting documentation and closing numerous project financings, including public offerings (shelf prospectuses and short forms, issuer bids), private placements (notes) and revolving credit facilities
- Working with team of lawyers drafting documentation and closing numerous acquisitions of hydro/wind facilities

- Drafting documentation and orchestrating numerous internal reorganizations, tax rollovers and complex spinoffs, including reviewing tax memos and drafting all documentation required to complete transactions
- Maintaining corporate minute books for approximately 130 companies across North America including drafting board minutes and resolutions, incorporating and organizing corporations, limited partnerships and limited liability companies in various jurisdictions, preparing partnership and operating agreements, preparing and filing annual returns, registering entities extra provincially and in various states for doing business; orchestrating a name change across 130 companies in Canadian and US jurisdictions, preparing wind up documentation and dissolutions
- Extensive knowledge of corporations, limited partnerships, Delaware limited liability companies and joint ventures
- Preparing and filing insider trading reports, and quarterly and annual filings on SEDAR

Feb. 1988 – May 2005 **BLAKE, CASSELS & GRAYDON LLP**  
(International Law Firm based in Canada)  
Toronto, Vancouver and Ottawa Offices

1992 – 2005 Senior Legal Assistant and Part Time Law Clerk  
(Corporate Securities Law)

- Drafting correspondence, minutes, resolutions, agreements, proxy materials, prospectuses and other legal documentation
- Preparing and issuing press releases over Canada Newswire
- Preparing proposals and presentations and coordinating marketing materials
- Organizing special events, conferences and trade shows
- Writing orientation manual and firm policies
- Training new staff
- Maintaining minute books, including incorporating, organizing and maintaining Federal and Ontario corporations

Also worked as Legal Assistant in commercial real estate and litigation, and as Systems Administrator in Vancouver office.

1985-1986 **ALCOMA COMMUNICATIONS INC.**  
Publishing Firm (Markham)  
Executive Assistant and Receptionist

**EDUCATION**

- 2015      **EEI (Edison Electric Institute)**  
Negotiating the Master Agreement and Collateral Annex
- 2014      **ISDA (International Swap Derivatives Association)**  
Negotiating the Master Schedule and Credit Support Annex, FATCA
- 2012      **FERC 101**  
Overview of Federal Energy Regulatory Commission
- 2004      **BLAKE, CASSELS AND GRAYDON LLP – IN HOUSE**  
Corporate Law Clerk
- 1995 – 1997      **RYERSON POLYTECHNICAL UNIVERSITY**  
Public Relations courses, including writing for public relations (proposals, press releases, public service announcements, speechwriting, as well as public speaking and research
- 1987-1988      **SHAW COLLEGE**  
Legal Secretarial Certificate (Honours)
- SOFTWARE:**      Word, Excel, PowerPoint, Outlook, Sharepoint, Adobe Standard
- INTERESTS:**      Creative writing (novels, screenplays, short stories), art, music
- REFERENCES:**      Available Upon Request



**Elizabeth Farthing MBEC CCEP CRM IGP**

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**PROFILE**

As a senior leader I have responsibility for corporate compliance and oversight of business function compliance programs to ensure adherence to all regulations, rules, policies and applicable laws. I manage shared service and project teams for proactive process improvement programs, ensuring strong, standardized controls to mitigate risk, reduce cost and improve efficiency as well as foster an organizational culture of compliance and ethical conduct.

**PROFESSIONAL EXPERIENCE****Director Compliance & Ethics, North America**

- Accountable for ensuring compliance with all regulation and internal policy either directly or through oversight of business function management
- Conduct an organization wide risk assessment in collaboration with Enterprise Risk, assigning likelihood/impact risk ratings to identified areas to inform prioritization
- Manage investigations, pre and post mitigation risk assessments and event reporting
- Responsible for centralized compliance functions under the Code of Conduct & Business Ethics, Anti-Bribery and Anti-Corruption policies as well as information Management, Lobbying Compliance, FERC, NEB, DOE, and other regulation, contract and covenant obligation management
- Provide strategic recommendations to senior leadership with clear and sound rationale

**Director Energy Marketing Compliance & Operational Risk, Brookfield Renewable**

- Accountable for the Compliance, Operational Risk as well as Data & Information Governance programs
- Manage teams to ensure compliance with all regulation governing international energy trading (power, natural gas and related products, lobbying and recordkeeping
- Mitigate risk of people, process and technology in operations
- Demonstrate strong revenue side controls and reporting
- Integrate regulatory and compliance processes for acquisitions

**Senior Advisor, Compliance and Ethics**

- Oversee energy market rule compliance and investigate all potential contraventions for power, natural gas and related products
- Manage regulatory and compliance processes in business integrations and divestitures
- Conduct risk assessments and prioritize mitigation efforts
- Manage self reports as well as information/clarification requests from regulatory bodies
- Develop and oversee the regulatory reporting program for US and Canada merchant trading and contracted asset portfolios
- Develop the compliance program to mitigate risk and foster a strong, visible compliance culture
- Design a full records management program, author the information governance policy as well as oversee project planning, implementation, change management and procedural documentation

- Oversee regulatory compliance in all FERC jurisdictional regions
- Develop program for compliance with Dodd-Frank and Canadian Derivative legislation
- Lead continuous process improvement where opportunities present
- Project manage Reliability Standards CIPv5 implementation across in all applicable NERC regions

**Project Manager, Regulatory Compliance Program**

- Lead the Federal Energy Regulatory Commission (FERC – US) audit response initiative, developing the regulatory reporting and compliance program involving CFTC (Dodd-Frank), DOE, EIA, NEB, and other US and Canadian regulatory agencies. Advise policy and develop procedures and training for compliance and audit/oversight functions
- Responsible for compliance requirements in front office energy trading procedures, and in the implementation of a new energy trade management system

**Sr. Advisor, Business Transformation, Sr. Manager Operations, Records and Information Management, Middle and Back Office Operations**

- Change management, process improvement, information governance, management consulting
- Manage Information Management operations for Western Canada and Yukon and Northwest Territories
- National Operations support in compliance and privacy initiatives, system implementation projects, process improvement and relocation projects

**POSITIONS HELD**

<b>Brookfield Renewable</b>	
Director, Compliance & Ethics, North America - current role	2016-
Chief Compliance Officer, Smoky Mountain Transmission - current role	2016-
Director, Energy Marketing Compliance & Operational Risk	2015-2016
<b>Capital Power Corporation and EPCOR Utilities 2009- 2015</b>	
Senior Advisor Compliance and Ethics	2013-2015
Project Management, Implementation, Process Design & Improvement – Consulting Service	2011-2013
Senior Advisor, Business Transformation	2009-2011
<b>CIBC and Subsidiaries – 1999 to 2009</b>	
Senior Manager, Quality Assurance, and Continuous Improvement, Records Management, Global Operations. Senior Manager Western Regional Operations	2006-2009
Manager, Operations Support, Records Management, Global Operations	2005-2006
Sr. Business Consultant and Project Lead, National Business Transformation, Retail Ops	2004-2005
Sr. Business Consultant, Project Lead, National Operations and Change Management	2001-2004
Production Manager, National Business Consultant, Back Office Operations	1999 2001

**FORMAL EDUCATION****2017**

**Master of Science in Business Compliance & Ethics – New England College of  
Business**

**1995**

**Bachelor of Commerce – University of Calgary**

**CERTIFICATIONS**

Canadian Securities Institute Chief Compliance Officer Exam Prep. - Enrolled

Society of Compliance & Ethics Professionals – CCEP Designation

Institute of Certified Records Managers – CRM Designation

Information Governance Professional (IGP) Designation

**Brookfield**

Brookfield Renewable Energy Marketing US LLC  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Tel 646.992.2400  
Fax 646.992.2470  
www.brookfieldrenewable.com

**RECEIVED**

SEP 24 2018

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**Exhibit 12**

**Newspaper Publication Affidavits**

**See Attached**

The Scranton Times (Under act P.L. 877 No 160. July 9,1976)  
Commonwealth of Pennsylvania, County of Lackawanna

BROOKFIELD RENEWABLE ENERGY MARKETING US LLC  
200 LIBERTY ST., 14TH FLOOR  
NEW YORK NY 10281

Account # 630748  
Order # 82246001  
Ad Price: 251.15

RECEIVED

SEP 24 2018

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

LEGAL NOTICE PENNSYLVANIA

Ann Marie Fortese

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

08/27/2018

Affiant further deposes and says that neither the affiant nor The Scranton Times is interested in the subject matter of the aforesaid notice or advertisement and that all allegations in the foregoing statement as time, place and character or publication are true. *Handwritten signature*

Sworn and subscribed to before me  
this 27th day of August A.D., 2018

*Handwritten signature of Sharon Venturi*

(Notary Public)

Commonwealth of Pennsylvania - Notary Seal  
Sharon Venturi, Notary Public  
Lackawanna County  
My commission expires February 12, 2022  
Commission number 1254228  
Member, Pennsylvania Association of Notaries

**Legal Notices**

**LEGAL NOTICE**

**PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE**

Application of **Brookfield Renewable Energy Marketing US LLC dba Brookfield Renewable** for approval to offer, render, furnish or supply electricity as a **supplier of electric power**, to the public in the Commonwealth of Pennsylvania.

**Brookfield Renewable** will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a retail license as a supplier of electric power.

**Brookfield Renewable** proposes to sell electricity and related services in PECO and PPL under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Brookfield Renewable** may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120.

You should send copies of any protest to **Brookfield Renewable's** attorney at the address listed below.

By and through Counsel:  
Walter Di Cesare  
**Brookfield Renewable Energy Marketing US LLC**  
200 Liberty Street, 14th Floor  
New York, NY 10281  
Telephone: 819.561.8695  
Fax: 648.992.2470

The Scranton Times (Under act P.L. 877 No 160. July 9, 1976)  
Commonwealth of Pennsylvania, County of Lackawanna

BROOKFIELD RENEWABLE ENERGY MARKETING US LLC  
200 LIBERTY ST., 14TH FLOOR  
NEW YORK NY 10281

Account # 630748  
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Ad Price: 251.15

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SEP 24 2018

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SECRETARY'S BUREAU

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08/27/2018

Affiant further deposes and says that neither the affiant nor The Scranton Times is interested in the subject matter of the aforesaid notice or advertisement and that all allegations in the foregoing statement as time, place and character or publication are true Ann Marie Fortese

Sworn and subscribed to before me  
this 27th day of August A.D., 2018

Sharon Venturi

(Notary Public)

Commonwealth of Pennsylvania - Notary Seal  
Sharon Venturi, Notary Public  
Lackawanna County  
My commission expires February 12, 2022  
Commission number 1254228  
Member, Pennsylvania Association of Notaries

**Legal Notices**

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By and through Counsel:  
Waiter Di Cesare  
**Brookfield Renewable Energy Marketing US LLC**  
200 Liberty Street, 14th Floor  
New York, NY 10281  
Telephone: 819.561.8695  
Fax: 646.992.2470

PROOF OF PUBLICATON OF NOTICE IN THE WILLIAMSPORT  
SUN-GAZETTE UNDER ACT NO. 587, APPROVED MAY 16, 1929

STATE OF PENNSYLVANIA

COUNTY OF LYCOMING

SS:

Bernard A. Oravec, Publisher of the Sun-Gazette LLC publishers of the Williamsport Sun-Gazette, successor to the Williamsport Sun and the Gazette & Bulletin, both daily newspapers of general circulation, published at 252 West Fourth Street, Williamsport, Pennsylvania, being duly sworn, deposes and says that the Williamsport sun was established in 1870 and the Gazette & Bulletin was established in 1801, since which dates said successor, the Williamsport Sun-Gazette, has been regularly issued and published in the County of Lycoming aforesaid, and that a copy of the printed notice is attached hereto exactly as the same was printed and published in the regular editions of said Williamsport Sun-Gazette on the following dates, viz:

August 27, 2018

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

**PENNSYLVANIA  
PUBLIC UTILITY  
COMMISSION  
NOTICE**  
Application of Brookfield Renewable Energy Marketing US LLC dba Brookfield Renewable for approval to offer, render, furnish or supply electricity as a supplier of electric power, to the public in the commonwealth of Pennsylvania.  
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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Brookfield Renewable may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120.  
You should send copies of any protest to Brookfield Renewable's attorney at the address listed below.  
By and through Counsel:  
Walter D' Cesare  
Brookfield Renewable Energy Marketing US LLC  
200 Liberty Street,  
14th Floor  
New York, NY 10291  
Telephone: 819.561.8695  
Fax: 646.992.2470

*Bernard A. Oravec*  
SUN-GAZETTE LLC

Sworn to and subscribed before me  
The 28<sup>th</sup> day of August 20 18

*Beth A. Miller*  
COMMONWEALTH OF PENNSYLVANIA  
Notary Public

NOTARIAL SEAL  
BETH A MILLER  
Notary Public  
CITY OF WILLIAMSPORT, LYCOMING COUNTY  
My Commission Expires Apr 18, 2020

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette LLC, Dr.:  
For publishing the notice attached  
Hereto on the above state dates.....\$251.04  
Probated same.....\$  
Total.....\$251.04

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

RECEIVED

SEP 24 2018

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

SUN-GAZETTE LLC  
BY Bernard A. Oravec

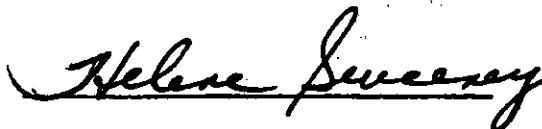
Proof of Publication in The Philadelphia Daily News  
Under Act. No 587, Approved May 16, 1929

STATE OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA

Helene Sweeney being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said newspaper on the following dates:

August 27, 2018

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

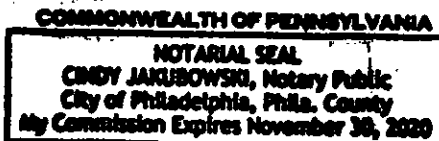


Sworn to and subscribed before me this 27th day of August, 2018.



Notary Public

My Commission Expires:



Copy of Notice of Publication

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION

NOTICE

Application of Brookfield Renewable Energy Marketing US LLC dba Brookfield Renewable for approval to offer, render, furnish or supply electricity as a supplier of electric power, to the public in the commonwealth of Pennsylvania. Brookfield Renewable will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a retail license as a supplier of electric power. Brookfield Renewable proposes to sell electricity and related services in PECO and PPL under the provisions of the new Electricity Generation Customer Choice and Competition Act. The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Brookfield Renewable may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Brookfield Renewable's attorney at the address listed below.

By and through Counsel: Walter Di Ceare  
Brookfield Renewable Energy Marketing US  
LLC  
200 Liberty Street, 14th Floor  
New York, NY 10281  
Telephone: 619.551.8595  
Fax: 646.992.2470

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SEP 24 2018

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU





AD#: 0008757626

Commonwealth of Pennsylvania,) ss  
County of Cumberland)

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

The Patriot News 08/28/2018

*Donna Maldonado*  
Principal Clerk of the Publisher

Sworn to and subscribed before me this 29th day of August 2018

*Crystal B. Rosensteel*  
Notary Public

COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
Crystal B. Rosensteel, Notary Public  
Susquehanna Twp., Dauphin County  
My Commission Expires June 27, 2020  
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

**PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE**

Application of Brookfield Renewable Energy Marketing US LLC dba Brookfield Renewable for approval to offer, render, furnish or supply electricity as a supplier of electric power, to the public in the commonwealth of Pennsylvania.

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By and through Counsel:  
Walter Di Cesare  
Brookfield Renewable Energy  
Marketing US LLC  
200 Liberty Street, 14th Floor  
New York, NY 10281  
Telephone: 819.561.8695  
Fax: 646.992.2470

RECEIVED

SEP 24 2018

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**Brookfield**

Brookfield Renewable Energy Marketing US LLC  
200 Liberty Street, 14<sup>th</sup> Floor  
New York, NY 10281

Tel 646.992.2400  
Fax 646.992.2470  
www.brookfieldrenewable.com

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SEP 24 2018

**Appendix C (Exhibit 6A)**

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**CERTIFICATE OF SERVICE**

On this the 24<sup>th</sup> day of September, 2018, I certify that a true and correct copy of the foregoing filing and all **NON-CONFIDENTIAL** attachments have been served, as either a hardcopy or a searchable PDF version on a cd-rom, upon the following:

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

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

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

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

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

Legal Department  
First Energy  
2800 Pottsville Pike  
Reading PA, 19612

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

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

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

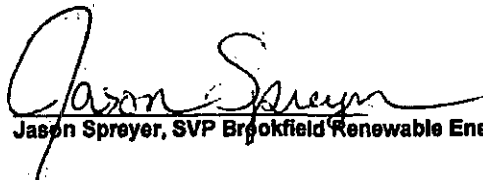
Vice President – Energy Supply  
Corning Natural Gas Holding Corporation  
330 West William Street  
Corning, NY 14830

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

Office of General Counsel  
Attn: Kimberly A. Klock  
PPL  
Two North Ninth Street (GENTW3)  
Allentown, PA 18101-1179

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

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

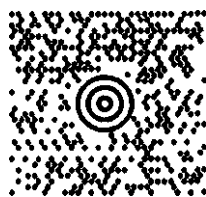
  
Jason Spreyer, SVP Brookfield Renewable Energy Marketing US LLC

Lauren Jeppe  
Brookfield Renewable  
18195612722 2011  
41 VICTORIA RUE  
GATINEAU QC J8X 2A1  
CANADA

LTR 1 OF 1

SHP#: 662F 514T 7B3  
DATE: 24 SEP 2018

**SHIP TO** SECRETARY  
PENNSYLVANIA PUBLIC UTILITY  
0  
400 NORTH ST  
KEYSTONE BUILDING  
HARRISBURG PA 17120  
UNITED STATES



PA 171 9-20



**UPS EXPRESS**

1

TRACKING #: 1Z 662 F51 66 0809 9786



BILLING: P/P RECEIVER 662F51  
DESC: DOCUMENTS ONLY  
REFERENCE 1: 6920363995



CMPC

To: PUC SECRETARY BUREAU

Agency: PUC

Floor:

External Carrier:

9/25/2018 10:10:02 AM



1Z662F516608099786

**Purolator**

**Purolator Express Envelope U.S.**

**FROM / DE**

Brookfield Renewable  
Lauren Jeppe  
41 VICTORIA RUE  
GATINEAU, QC  
J8X 2A1  
Canada  
819-561-2722 x 2011

**TO / A**

Secretary  
Pennsylvania Public Utility  
Commission  
400 North ST  
KeyStone Building  
HARRISBURG, PA, 17120  
United States



**PUROLATOR PIN: 6920363995**

**DOCS**

DESC: DOCUMENTS  
VALUE: \$ 2.00 CAD  
COUNTRY OF MFG: Canada

**DUTIES/TAX**

DDU: [ X ]  
DDP: [ ]

**DESTINATION**

**MDT**

DATE: 24 SEP 2018

PIECES: 1 of/de 1 **WEIGHT/POIDS: 1 LB**

**EXP**

ESO - PDF

Purolator's published terms and conditions apply. Warsaw Convention, 1929, as amended or supplemented (including liability limits therein), may also apply if shipment crosses international border(s). Les modalités et conditions publiées par Purolator s'appliquent. La Convention de Varsovie de 1929, dans sa version modifiée ou étendue (y compris les limites de responsabilité qui y sont prévues), peut également s'appliquer si l'envoi franchit une ou plusieurs frontières.

Veuillez plier ce commançement sur la ligne pointillée et insérer dans la pochette adhésive. Veuillez joindre un commançement à chaque colis.

**No Declared Value Entered By Sender / Aucune valeur déclarée entrée par**

**CONDITIONS OF CARRIAGE**

**IMPORTANT - PLEASE READ:** The consignor agrees that the act of tendering the shipment to the carrier for transportation shall be sufficient to constitute signature of this bill of lading by the consignor and shall bind the consignor to the conditions of carriage stated below.

**RECEIPT** Carrier acknowledges receiving from the shipper, at the point of origin and on the date specified, the shipment described in this bill of lading in apparent good order, except as noted (contents and conditions of contents of shipment unknown), and agrees to carry and deliver the shipment to the receiver at the destination set out in this bill of lading, subject to payment of all lawful charges. "Carrier" refers to Purolator Inc. and any connecting and/or successive carriers involved in the transportation of the shipment herein described, including any of their respective subsidiaries, controlled entities, and their respective employees, agents and independent contractors.

**LIMITATION ON LIABILITY** Carrier's liability in respect of the shipment described in this bill of lading (including for any loss, damage, delay, misdelivery, non-delivery or failure to deliver) is limited to \$2.00 per pound (\$4.41 per kilogram) computed on the total weight of the shipment, unless a higher value is declared in the specially marked Purolator Online Shipping user entry field, "Declared Value for Insurance (\$)". Notwithstanding any disclosure of the nature or value of the goods carried or any special agreement to the contrary, carrier is not liable under any circumstances for the consequences of delay, or for any indirect or consequential damages (including lost profits) howsoever caused.

**NOTICE OF CLAIM** Carrier is not liable for any loss, damage or delay to any goods carried under this bill of lading unless notice of the claim setting out particulars of the origin, destination and date of shipment of the goods and the estimated amount claimed in respect of such loss, damage or delay is given in writing to the carrier within sixty (60) days after the delivery of the goods, or, in the case of failure to make delivery, within nine (9) months from the date of shipment. Subject to any overriding statutory provisions, the final statement of the claim must be filed within nine (9) months from the date of shipment, together with a copy of the paid freight bill. If the Convention applies, other notice periods may govern. No claim will be entertained until all transportation charges due in connection with this bill of lading have been paid in full. All claims are subject to proof of amount of loss.

**TERMS INCORPORATED BY REFERENCE** Every service to be performed under this bill of lading is subject to the conditions of carriage contained in this bill of lading, including the terms and conditions contained in Purolator Inc.'s published terms and conditions of carriage and the terms and conditions prescribed by the law of the jurisdiction where the goods originate (including the uniform conditions of carriage thereunder, if any). If the carriage involves an ultimate destination or a stop in a country other than the country of departure, the Convention (as defined below) may apply and limit the liability of the carrier in respect of loss of, damage to or delay of cargo. "Convention" means the Convention for the Unification of Certain Rules relating to International Carriage by Air, signed at Warsaw, Poland, 12 October, 1929, or the Convention for the Unification of Certain Rules for International Carriage by Air, signed at Montreal, Canada, 28 May, 1999, or those Conventions as amended or supplemented as may be applicable to the carriage hereunder.

**MISCELLANEOUS** Unless otherwise indicated, the consignor's name and address is the sender's name and address indicated on this bill of lading, and the latter is the place of execution and the place of departure; the consignee's name and address is the receiver's name and address indicated on this bill of lading, and the latter is the place of destination; and the date indicated on this bill of lading is the date of execution. There are no specific stopping places which are agreed to, and the carrier reserves the right to select the route and the mode of transportation that the carrier deems appropriate. The consignor warrants that the shipment is properly described on this bill of lading and on any accompanying documentation, and that the shipment is properly marked, addressed and packed to ensure safe transportation in accordance with the carrier's ordinary care in handling. Unless otherwise indicated on this bill of lading, the consignor waives its right to determine the volume or dimensions of the shipment, and to indicate same on this bill of lading. The consignor appoints the carrier as its agent for the performance of customs clearance and selecting a customs broker.

**ENTIRE AGREEMENT** The terms and conditions contained in this bill of lading, including those incorporated herein by reference, constitute the entire agreement relating to the carriage of the shipment described in this bill of lading, and no agent, servant or representative of the carrier or consignor has the authority to alter, waive or otherwise modify any provision of this agreement. In tendering the shipment described herein for carriage, the consignor agrees to these terms and conditions on his own behalf and on behalf of the consignee and any other party claiming an interest in this shipment.