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Wallace & Nurick LLC

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PA PUC
SECRETARY'S BUREAU

December 26, 2018

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

VIA HAND DELIVERY

**RE: Application of Employers' Energy Alliance of Pennsylvania, Inc., for Approval to Offer, Render, Furnish, or Supply Electricity or Electric Generation Services as a Broker to the Public in the Commonwealth of Pennsylvania
Docket No. A-2018-_____**

Dear Secretary Chiavetta:

Please find enclosed for filing with the Pennsylvania Public Utility Commission ("PUC" or "Commission") the following documents submitted on behalf of Employers' Energy Alliance of Pennsylvania, Inc. ("EEA-PA"):

1. Electric Generation Supplier ("EGS") Application, as captioned above;
2. Compact disc containing a searchable PDF version of the EGS Application;
3. One copy of each of the confidential documents, provided under seal to the Commission only (at Attachments C, D, E, F, G, H, and I); and
4. A check in the amount of \$350.00 made payable to the Commonwealth of Pennsylvania for the requisite filing fee for EEA-PA's EGS Application.

In response to Section 7.a of the EGS Application, EEA-PA requests that the Commission reduce EEA-PA's financial security requirement from 10% of gross receipts¹ to \$10,000, consistent with established precedent.² As a broker, EEA-PA will not be collecting or paying any gross receipts tax ("GRT"), making payments for electric supply on behalf of

¹ See 52 Pa. Code § 54.40(d).

² See, e.g., *License Application of US Energy Consulting Group LLC for Approval to Offer, Render, Furnish or Supply Electricity or Electric Generation Services as a Broker/Marketer*, Docket No. A-2013-2392573, Order (Jan. 9, 2014); *License Application of CoeXprise, Inc. for Approval to Offer, Render, Furnish or Supply Electricity or Electric Generation Services as a Consultant of Electricity Supply Services*, Docket No. A-110166 (Jan. 20, 2006); and *License Application of Premier Energy Solutions LLC for Approval to Offer, Render, Furnish or Supply Electricity or Electric Generation Services as a Consultant*, Docket No. A-110170 (July 26, 2006).

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customers or taking title to electricity. Members will remit payments directly to their electric distribution company ("EDC") or the selected EGS, as appropriate. A copy of EEA-PA's confidential security bond is being provided under seal to the Commission only (at Attachment E).

Finally, EEA-PA respectfully requests that the Commission grant CONFIDENTIAL treatment of the documents found at Attachments C, D, E, F, G, H, and I. EEA-PA believes this information is of a proprietary or confidential nature because it may reveal non-public financial information, sensitive information about EEA-PA's current and future business plans, and other information that is commercially sensitive and whose release may be injurious to EEA-PA's competitive position. To this end, the propriety and confidential information set forth in Attachments C, D, E, F, G, H, and I is so designated by being labeled "CONFIDENTIAL" and is being provided under protective seal to the Commission only. For these reasons, EEA-PA requests that the Commission treat these documents as confidential and prevent public disclosure in accordance with the Commission's procedures. Any party desiring access to the foregoing responses can contact the undersigned counsel with such a request.

As evidenced by the Certificate of Service, copies of this filing are being duly served on the appropriate parties.

If you have any questions regarding the enclosed documents, please contact the undersigned. In addition, please date stamp the enclosed extra copy of this filing, and kindly return it to our messenger for our filing purposes.

Thank you.

Very truly yours,

McNEES WALLACE & NURICK LLC

By 

Pamela C. Polacek (PA I.D. No. 78276)
Vasiliki Karandrikas (PA I.D. No. 89711)

Counsel to Employers' Energy Alliance of Pennsylvania, Inc.

VK/leh

Enclosures

c: Certificate of Service (without confidential information)

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of **Employers' Energy Alliance of Pennsylvania, Inc.**, for approval to offer, render, furnish, or supply electricity or electric generation services as a **broker** to the public in the Commonwealth of 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:

*Employers' Energy Alliance of Pennsylvania, Inc.
2171 West 38th Street
Erie, PA 16508
Phone: 814-833-3200
<https://www.mbausa.org/services-and-benefits/energy/>*

- 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.

This section does not apply to Employers' Energy Alliance of Pennsylvania, Inc. ("Applicant" or "EEA-PA").

- 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.

*Pamela C. Polacek, Esq.
Vasiliki Karandrikas, Esq.
McNees Wallace & Nurick LLC
100 Pine Street, P.O. Box 1166
Harrisburg, PA 17108
Phone: 717-232-8000
Fax: 717-237-5300
ppolacek@mcneeslaw.com
vkandrikas@mcneeslaw.com*

*Brad C. Phillips, Vice President/CFO
Manufacturer & Business Association
2171 West 38th Street
Erie, PA 16508
Phone: 814-833-3200
Fax: 814-833-4844
bphillips@mbausa.org*

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- 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.

Pamela C. Polacek, Esq.
Vasiliki Karandrikas, Esq.
McNees Wallace & Nurick LLC
100 Pine Street, P.O. Box 1166
Harrisburg, PA 17108
Phone: 717-232-8000
Fax: 717-237-5300
ppolacek@mcneeslaw.com
vkandrikas@mcneeslaw.com

- 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.

Main Contact
Brad C. Phillips, Vice President/CFO
Manufacturer & Business Association
2171 West 38th Street
Erie, PA 16508
Phone: 814-833-3200
Fax: 814-833-4844
bphillips@mbausa.org

Alternate Contact
Pamela C. Polacek, Esq.
Vasiliki Karandrikas, Esq.
McNees Wallace & Nurick LLC
100 Pine Street, P.O. Box 1166
Harrisburg, PA 17108
Phone: 717-232-8000
Fax: 717-237-5300
ppolacek@mcneeslaw.com
vkandrikas@mcneeslaw.com

2. BUSINESS ENTITY FILINGS AND REGISTRATION

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

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

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

or

X *The Applicant will not be using a fictitious name.*

- b. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**
(Select appropriate statement and provide supporting documentation. As well, understand that Domestic means being formed within Pennsylvania and foreign means being formed outside Pennsylvania.)

The Applicant is a sole proprietor.

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

or

The Applicant is a:

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

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.

- * If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

or

X *The Applicant is a:*

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

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.

See **Attachment A** (*Certificate of Good Standing*) and **Attachment B** (*Articles of Incorporation*).

- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.

See **Attachment A** (*Certificate of Good Standing*) and **Attachment B** (*Articles of Incorporation*).

- Give name and address of officers.

*John Krahe, President/CEO
Manufacturer & Business Association
2171 West 38th Street
Erie, PA 16508*

*Brad C. Phillips, Vice President/CFO
Manufacturer & Business Association
2171 West 38th Street
Erie, PA 16508*

*Mark Raimy, Treasurer
Manufacturer & Business Association
2171 West 38th Street
Erie, PA 16508*

*Tammy Lamary-Toman, Secretary
Manufacturer & Business Association
2171 West 38th Street
Erie, PA 16508*

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.

Applicant is a wholly-owned subsidiary of the Manufacturer & Business Association ("MBA"), an organization that provides information and services to its members that will assist them in the pursuit of their business and community interests. The MBA is not a jurisdictional public utility. The MBA is located at 2171 West 38th Street, Erie, PA 16508.

Applicant's additional affiliates are listed below. They are not jurisdictional public utilities. Each affiliate's address is also 2171 West 38th Street, Erie, PA 16508.

*MBAUSA Holding Company
Northwest PA MAE Corp.
Manufacturer & Business Association Legal Services, Inc.
Manufacturer & Business Association Insurance Agency, Inc.*

Applicant 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.

Applicant does not have any predecessors that have done business in Pennsylvania.

4. OPERATIONS

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

Definitions

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

- The Applicant is presently doing business in Pennsylvania as a
- municipal electric corporation
 - electric cooperative
 - local gas distribution company
 - provider of electric generation, transmission or distribution services
 - broker/marketer engaged in the business of supplying electricity services
- x *Other; Identify the nature of service being rendered. See response to 5.d.*

or

- The Applicant is not presently doing business in Pennsylvania.

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

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

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

See **Confidential Attachment C** (Responses to 4.c., 4.f. and 5.d.). **Confidential Attachment C** is being provided under seal to the Commission only.

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

- | | |
|---|--|
| <input type="checkbox"/> Citizens' Electric | <input type="checkbox"/> Pike |
| <input type="checkbox"/> Duquesne Light | <input type="checkbox"/> PPL |
| <input type="checkbox"/> Met-Ed | <input type="checkbox"/> UGI Utilities |
| <input type="checkbox"/> PECO | <input type="checkbox"/> Wellsboro |
| <input type="checkbox"/> Penelec | <input type="checkbox"/> West Penn |
| <input type="checkbox"/> Penn Power | X Entire Commonwealth of PA |

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

- Residential Customers
- X Small Commercial Customers - (25 kW and Under)
- Residential and Small Commercial as Mixed Meter ONLY (CANNOT BE TAKEN WITH RESIDENTIAL AND/OR SMALL COMMERCIAL ABOVE)
- X Large Commercial Customers - (Over 25 kW)
- X Industrial Customers
- X 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.

See **Confidential Attachment C** (Responses to 4.c., 4.f. and 5.d.). **Confidential Attachment C** is being provided under seal to the Commission only.

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.

Neither Applicant nor any affiliate has been a defendant in a criminal or civil proceeding within the last five (5) years. Neither Applicant nor any affiliate is currently a defendant in a criminal or civil proceeding. (As previously noted, neither Applicant nor any affiliate has any predecessors.)

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

This section does not apply to EEA-PA.

- 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.

Neither Applicant nor any affiliate, predecessor of Applicant or affiliate, or any person identified in this Application has been the subject of any action or complaint in any state, including Pennsylvania, filed by a customer, regulatory agency, or prosecutory agency within the last five years.

As explained in the response to 4.f., Applicant's license has been cancelled. See Electric Generation Supplier License Cancellations of Companies with an Expired Financial Security, Tentative Order, Docket No. M-2017-2584781 (Mar. 16, 2017); see also Electric Generation Supplier License Cancellations of Companies with an Expired Financial Security, Final Order, Docket No. M-2017-2584781 (May 9, 2017).

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

See **Confidential Attachment C** (Responses to 4.c., 4.f. and 5.d.).
Confidential Attachment C is being provided under seal to the Commission only.

6. PROOF OF SERVICE

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

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

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

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

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

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

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

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

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

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

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

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

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

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

7. FINANCIAL FITNESS

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

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

See Confidential Attachment E (Continuous Fidelity Bond). Confidential Attachment E is being provided under seal to the Commission only.

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 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:

See **Confidential Attachment F** (MBA's Audited Financial Statements) and **Confidential Attachment G** (Proof of Insurance Coverage). **Confidential Attachments F and G** are being provided under seal to the Commission only.

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
 - Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
 - Applicant's accounting statements, including balance sheet and income statements for the past two years.
 - Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form, evidence of Moody's, S&P, or Fitch ratings, and/or other independent financial service reports.
 - A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
 - Audited financial statements exhibiting accounts over a minimum two year period.
 - Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.
- c. **SUPPLIER FUNDING METHOD:** If Applicant is operating as anything other than **Broker/Marketer only**, explain how Applicant will fund its operations. Provide all credit agreements, lines of credit, etc., and elaborate on how much is available on each item.

EEA-PA will operate as broker/marketer. As a result, this section does not apply to EEA-PA.

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

EEA-PA's fees will be paid by third-party supplier(s).

- 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.

*Brad C. Phillips, Vice President/CFO
Manufacturer & Business Association
2171 West 38th Street
Erie, PA 16508
Phone: 814-833-3200
Fax: 814-833-4844
bphillips@mbausa.org*

- 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.

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

See **Confidential Attachment H** (Tax Certification Statement). **Confidential Attachment H** is being provided under seal to the Commission only.

8. TECHNICAL FITNESS

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

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

- Applicant's previous experience in the electricity industry.
- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.
- Type of customers and number of customers Applicant currently serves in other jurisdictions.
- Staffing structure and numbers as well as employee training commitments.
- Business plans for operations within the Commonwealth.
- Documentation of membership in PJM, ECAR, MAAC, other regional reliability councils, or any other membership or certification that is deemed appropriate to justify competency to operate as an EGS within the Commonwealth.
- Any other information appropriate to ensure the technical capabilities of the Applicant.

See **Confidential Attachment I** (*Proof of Technical Fitness*). **Confidential Attachment I** is being provided under seal to the Commission only.

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
- X No

If yes, will the Applicant be using verification procedures?

- Yes
- No

If yes, describe the Applicant's verification procedures.

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

Applicant's individual marketing activities are directed to the members of MBA, EEA-PA's parent company. EEA-PA's broker services are offered to members as a value-added membership benefit. Interested members are invited to contact the EEA-PA employee responsible for such member inquiries. EEA-PA then facilitates communication and inquiries between interested members and a third-party EGS who is responsible for actually furnishing electricity supply and related contracting, billings, and payments. EEA-PA's marketing activities are akin to those offered by a non-traditional marketer, although EEA-PA recognizes that such an exemption does not exist for electricity supply at this time.

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 response to 2.b. for a list of EEA-PA's officers. See **Attachment J** (Chief Officers' Resumes) for the professional resumes of any officers directly responsible for operations.*

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

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

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.

- 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.

RECEIVED
DEC 26 2018
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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.

AGREED

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

- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.

- Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
- The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
- Net Metering Reports: Applicant shall be responsible to report any Net Metering per the Standards on http://www.puc.pa.gov/consumer_info/electricity/alternative_energy.aspx. Scroll down to the Net Metering Standards Section.
- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis per 52 Pa. Code § 54.39(d).
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

X AGREED

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

X AGREED

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

X ACKNOWLEDGED

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

X AGREED

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

X AGREED

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

X AGREED

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

X AGREED

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

X AGREED

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

X PAYMENT ENCLOSED

RECEIVED

DEC 26 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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.

See **Attachment K** (*Application Affidavit*).

- 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.

See **Attachment L** (*Operations Affidavit*).

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

12. NEWSPAPER PUBLICATIONS

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

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

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

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

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

See **Attachment M** (Proofs of Publication).

13. SIGNATURE

Applicant: Employers Energy Alliance of Pennsylvania, Inc.

By: Brad C Phillips

Title Vice President/Chief Financial Officer

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

14. CHECKLIST

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

Applicant: Employers' Energy Alliance of Pennsylvania, Inc.

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

Applicant's Use

PUC Secretary's Bureau Use

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SECRETARY'S BUREAU

**ATTACHMENT A
CERTIFICATE OF GOOD STANDING**

(Attached)

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2018 DEC 26 PM 2:04

PÀ, PUC
SECRETARIE BUREAU

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

06/13/2018

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

EMPLOYERS' ENERGY ALLIANCE OF PENNSYLVANIA, INC.

is duly registered as a Pennsylvania Business Corporation under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT this Subsistence Certificate 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: TSC180613131168-1

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

**ATTACHMENT B
ARTICLES OF INCORPORATION**

(Attached)

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PÅ PJC
SECRETARY'S BUREAU

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

12/20/2018

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

EMPLOYERS' ENERGY ALLIANCE OF PENNSYLVANIA, INC.

I, Robert Torres, Acting Secretary of the Commonwealth of Pennsylvania, do hereby certify that the foregoing and annexed is a true and correct copy of

Creation Filing filed on Feb 23, 2009 - Pages (3)

Amendment filed on Jul 2, 2009 - Pages (3)

Conversion filed on Oct 29, 2009 - Pages (4)

which appear of record in this department.



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 Torres

Acting Secretary of the Commonwealth

Certification Number: TSC181220110535-1

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

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DEC 26 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Attachment B
Articles of Incorporation
Page 2 of 11

Entity #: 3864350
Date Filed: 02/23/2009
Pedro A. Cortés
Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Incorporation-Nonprofit
(15 Pa.C.S.)

- Domestic Nonprofit Corporation (§ 5306)
- Nonprofit Cooperative Corporation (§ 7102B)

Name <i>David F. Dieteman, Esq.</i>		
Address Manufacturer & Business Association, 2171 W. 38th St.		
City Erie	State PA	Zip Code 16508

Document will be returned to the name and address you enter to the left.



Commonwealth of Pennsylvania
ARTICLES OF INCORPORATION-NON-PROFIT 4 Page(s)

Fee: \$125



In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:

1. The name of the corporation is:
The Energy Cooperative of Pennsylvania, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street 2171 W. 38th Street	City Erie	State PA	Zip 16505	County Erie
(b) Name of Commercial Registered Office Provider c/o:				County

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.
~~To provide electric energy to its members only and to operate as a cooperative organization for electric power within the meaning of Section 501(c)(12) of the Internal Revenue Code.~~

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

FEB 23 2009

DSCB:15-5306/7102B-2

5. Check one of the following:

The corporation is organized on a non-stock basis.

Option for Nonprofit Cooperative Corporation Only: The corporation is organized on a stock share basis.

6. For Nonprofit Corporation Only:

~~_____~~ The corporation shall have no members.

~~_____~~

~~_____ authorized to incorporate. _____ by _____~~

~~_____ required by _____~~

7. For Nonprofit Cooperative Corporation Only:

Complete and strike out the inapplicable term: The corporation is a cooperative corporation and the common bond of membership among its (members) ~~(_____)~~ is: See attached.

8. The name(s) and address(es) of each incorporator(s) is (are) (all incorporators must sign below):

Name(s)	Address(es)
<u>David E. Dieteman, Manufacturer & Business Association</u>	<u>2171 W. 38th St. Erie, PA 16508</u>
_____	_____
_____	_____

9. The specified effective date, if any, is:


_____	_____	_____	_____
month	day	year	hour, if any

10. Additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

IN TESTIMONY WHEREOF, the incorporator(s) has/have signed these Articles of Incorporation this

20th day of February,

2009


Signature

Signature

Signature

ATTACHMENT A
ARTICLES OF INCORPORATION
NONPROFIT COOPERATIVE CORPORATION
THE ENERGY COOPERATIVE OF PENNSYLVANIA, INC.

7. The corporation is a cooperative corporation and the common bond of membership among its members is membership in the Manufacturer & Business Association.

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SECRETARY'S BUREAU

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DEC 26 2018

Attachment B
Articles of Incorporation
Page 5 of 11

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Entity #: 3864350
Date Filed: 07/02/2009
Pedro A. Cortés
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment (15 Pa.C.S.)

Election/Termination of Cooperative Corporation Status

- Domestic Business Corporation-Election (§ 7104)
- Domestic Nonprofit Corporation-Election (§ 7106)
- Domestic Cooperative Corporation For Profit-Termination (§ 7105)
- Domestic Nonprofit Cooperative Corporation-Termination (§ 7107)

Name		
J. E. Spoden - MacDonald Illig Jones & Britton LLP		
Address		
100 State Street, Suite 700		
City	State	Zip Code
Erie	PA	16507-1459

Document will be returned to the name and address you enter to the left.



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to election of an existing business/nonprofit corporation to become a cooperative corporation)/(relating to termination of status as a cooperative corporation for profit or termination of nonprofit cooperative corporation status), the undersigned business/nonprofit corporation or business/nonprofit cooperative corporation, hereby states that:

1. The name of the corporation is: THE ENERGY COOPERATIVE OF PENNSYLVANIA, INC.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
2171 West 38th Street	Erie	PA	16505	Erie

(b) Name of Commercial Registered Office Provider _____ County _____
c/o: _____

3. The statute by or under which it was incorporated: Cooperative Corporation Law of 1988

4. The date of its incorporation: February 23, 2009

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-MISCELLANEOUS 5 Page(s)



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DSCB:15-7104/7106-2

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. §§ 1905, 1914 and § 7104(b)/7105(b) or §§ 5905, 5914 and § 7106(b)/7107(b).

The amendment was adopted by the board of directors and shareholders (or members) or members (or shareholders) pursuant to 15 Pa.C.S. §§ 1914 and 7104(b)/7105(b) or §§ 5914 and 7106(b)/7107(b).

Only Election of Cooperative Corporation Status: complete paragraphs 7, 8 and 9

7. The corporation elects to become a cooperative corporation.

8. Complete and strike out the inapplicable term: The common bond of membership among its (members) (shareholders) is: _____.

9. For Domestic Business Corporation Only: Strike out if inapplicable: The corporation is organized on a non-stock basis

10. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

11. Check if the amendment restates the Articles:

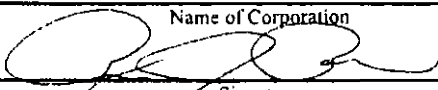
The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

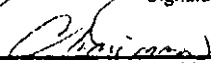
2nd day of July, 2009.

THE ENERGY COOPERATIVE OF PENNSYLVANIA, INC.

Name of Corporation



Signature



Title

RECEIVED

DEC 26 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

EXHIBIT A

AMENDED & RESTATED ARTICLES OF INCORPORATION

OF

EMPLOYERS' ENERGY ALLIANCE OF PENNSYLVANIA, INC.
(previously known as, "The Energy Cooperative of Pennsylvania, Inc.")

The Corporation's Articles of Incorporation are hereby amended and restated in their entirety, to read as follows:

FIRST: The name of the Corporation is: **EMPLOYERS' ENERGY ALLIANCE OF PENNSYLVANIA, INC.** (the "Corporation")

SECOND: The registered office of the Corporation in the Commonwealth of Pennsylvania is 2171 West 38th Street, Erie Pennsylvania 16508-1925 - Erie County.

THIRD: The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, and shall engage in buying, selling or transmitting electric energy, capacity, ancillary services, financial transmission rights or other services and to carry on such activities as may be necessary, convenient or desirable in connection therewith, to the extent that such activities are not inconsistent with the powers conferred upon nonprofit corporations by the Pennsylvania Nonprofit Corporation Law.

FOURTH: The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

FIFTH: The Corporation is organized on a non-stock basis.

SIXTH: The Corporation has no members.

SEVENTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Board of Directors shall constitute the governing body of the Corporation and shall have the sole management of the property and business of the Corporation.

Entity #: 3864350
Date Filed: 10/29/2009
Pedro A. Cortés
Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Conversion

(15 Pa.C.S.)

- Domestic Business to Nonprofit (§ 1963)
 Domestic Nonprofit to Business Corporation (§ 5963)

Name		
J. E. Spoden - MacDonald Illig Jones & Britton LLP		
Address		
100 State Street, Suite 700		
City	State	Zip Code
Erie	PA	16507-1459

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
ARTICLES OF CONVERSION-ALL TYPES 6 Page(s)

Fee: \$70



In compliance with the requirements of the applicable provisions (relating to articles of conversion), the undersigned, desiring to effect a conversion, hereby states that:

1. The name of the corporation is:
EMPLOYERS' ENERGY ALLIANCE OF PENNSYLVANIA, INC.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
2171 West 38th Street	Erie	PA	16508-1925	Erie

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated: Pennsylvania Nonprofit Corporation Law of 1988

4. The date of its incorporation: February 23, 2009

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OCT 29 2009

PA DEPT. OF STATE

DSCB:15-1963/5963-2

5. Check, and if appropriate complete, one of the following:

The plan of conversion shall be effective upon filing these Articles of Conversion in the Department of State.

The plan of conversion shall be effective on: _____ at _____.

6. Check one of the following:

The plan of conversion was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1905 or adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5905.

The plan of conversion was adopted by the directors and shareholders (or members) pursuant to 15 Pa.C.S. §§ 1924(a) and 1962(b) or adopted by the directors and members (or shareholders) pursuant to 15 Pa.C.S. §§ 5924(a) and 5962(b).

Option for Nonprofit to Business Only: The plan of conversion was adopted by the board of directors pursuant to 15 Pa.C.S. §§ 5924(b) and 5962(b).

7. Check, and if appropriate complete, one of the following:

The plan of conversion is set forth in full in Exhibit A attached hereto and made a part hereof.

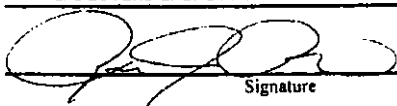
Pursuant to 15 Pa.C.S. § 1901/§ 5901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of conversion that amends or constitutes the operative provisions of the Articles of Incorporation of the converting corporation as in effect subsequent to the effective date of the plan is set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of conversion is on file at the principal place of business of the converting corporation, the address of which is:

Number and street	City	State	Zip	County
-------------------	------	-------	-----	--------

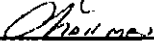
IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Conversion to be signed by a duly authorized officer thereof this

____ 2nd ____ day of ____ July, 2009 ____.

EMPLOYERS' ENERGY ALLIANCE OF PENNSYLVANIA, INC.



Signature



Title

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DEC 26 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

EXHIBIT A

PLAN OF CONVERSION

OF

EMPLOYERS' ENERGY ALLIANCE OF PENNSYLVANIA, INC.

This Plan of Conversion is adopted by Employers' Energy Alliance of Pennsylvania, Inc. (the "Corporation") pursuant to the Nonprofit Corporation Law of 1988, 16 Pa. C.S. § 5101 et. seq. and in particular § 5961(a) for the purpose of converting the Corporation into a business corporation in accordance with the following:

1. Upon the filing of the Articles of Conversion with the Pennsylvania Department of State, the Corporation shall be deemed to be a business corporation for all purposes, shall cease to be a nonprofit corporation, and may thereafter operate for a purpose or purposes resulting in the pecuniary profit, incidental or otherwise. The Corporation may issue share certificates to its shareholders entitled thereto and shall remain liable for all existing obligations, public and private, taxes due to the Commonwealth of Pennsylvania or any other taxing authority for periods prior to the effective date of the conversion, and, as such business corporation, it shall continue to be entitled to all assets theretofore pertaining to it as a nonprofit corporation except as otherwise provided by order or applicable law.

2. The conversion shall be effective upon filing of the Articles of Conversion in the Department of State and shall be carried into effect without the need for any further action except as provided in this Plan of Conversion.

EMPLOYERS' ENERGY ALLIANCE OF
PENNSYLVANIA, INC.

By: _____

Ralph J. Pontillo, Chairman

1139035

OCT-29-2009 THU 07:14 AM MacDonald Illig

FAX NO. 18144544647

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

EMPLOYERS' ENERGY ALLIANCE OF PENNSYLVANIA, INC.

ARTICLE FIRST: The name of the corporation shall be: **EMPLOYERS' ENERGY ALLIANCE OF PENNSYLVANIA, INC.** (the "Corporation")

ARTICLE SECOND: The registered office of the Corporation in the Commonwealth of Pennsylvania is 2171 West 38th Street, Erie, Pennsylvania 16508-1925 - Erie County.

ARTICLE THIRD: The Corporation is incorporated under the Pennsylvania Business Corporation Law of 1988. The purpose or purposes of the Corporation are:

(A) To engage in the marketing and selling of all forms of energy within and without the Commonwealth of Pennsylvania, and to carry on such activities as may be necessary, convenient or desirable in connection therewith.

(B) To engage in all other matters and to do all things necessary or incidental to any or all such purposes.

(C) To engage in all lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law, provided that the Corporation is not formed to, nor will it engage in any activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

ARTICLE FOURTH: The Corporation is to exist perpetually.

ARTICLE FIFTH: The authorized capital stock of the Corporation is One Hundred Thousand (100,000) shares of Common Stock having no par value.

ARTICLE SIXTH: These Amended and Restated Articles of Incorporation were adopted under the Pennsylvania Business Corporation Law and shall be effective upon filing with the Pennsylvania Department of State.

1157627

1 of 1

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PRINT TIME OCT. 29. 8:48AM

**ATTACHMENT J
CHIEF OFFICERS' RESUMES**

(Attached)

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PA 21JC
SECRETARY'S BUREAU

John Krahe
President & CEO
Manufacturer & Business Association

EDUCATION – Elon College, Elon College, NC

1986 Bachelors of Science – Business Administration

Majors – Finance and Marketing

Minors – Economics and Math

Manufacturer & Business Association: one of the largest Regional Employers' Associations of its kind in the United States with just under 3,000 member companies.

1992 Training and Development Associate

1995 *Manager of Professional Development Training Services*

2000 Vice President – COO

2017 President & CEO

Personal History with EnergyAdvisors, member benefit service.

Anticipating the deregulation of the Electricity Market in Pennsylvania in 2009, in 2007 we began to research various models of assisting our members to navigate this new way of acquiring one of their most critical commodities of running their businesses with the underlying question being, which model would put us in the best position to deliver the greatest value back to our members. In 2009 we established the Employers Energy Alliance of Pennsylvania, EEA-PA. We partnered with a technical partner to become licensed to purchase electricity from the grid on the day-ahead market and provide a variable rate product to our members. This worked extremely well for a period of time, but it became apparent that a significant number of our members were interested in a fixed-price product that would allow them to lock into a rate for an extended period of time. We were not in a position to be able to provide such a product on our own, and in 2014 we chose to partner with NRG/BUE to take care of both our existing members that were doing well with the variable rate product while also being able to provide a fixed rate product for others. We discontinued our relationship with our technical partner that was part of our original founding because we were no longer purchasing from the grid and look to our partners at NRG/BUE to manage such purchases on our members' behalf. We take care of the marketing, sales and customer service end of things. On behalf of our member companies, we couldn't be more pleased with our partnership, how well it is doing for our members and positioned us to assist them in pursuit of their business interests. I supervise and assist Judy Rosatti, our EnergyAdvisor, with strategic planning and business development efforts.

BRAD C. PHILLIPS, CPA

Results-oriented and strategically-minded Financial Executive dedicated to positively impacting profitability and operational performance, developing and maintaining a strong internal control environment, and analyzing business opportunities.

EXPERIENCE

2013 to Present

Vice President and Chief Financial Officer, Manufacturer & Business Association

2008 to 2013

Vice President of Finance, Great Lakes Home Healthcare Services

2001 to 2008

Senior Manager and Consultant, Boetger & Associates

1997 to 2001

Chief Financial Officer, Northwest Physicians Associates, PC

1991 To 1997

Chief Financial Officer and Treasurer, Uniflow Manufacturing Company

1979 To 1991

Senior Audit Manager, Ernst & Young

EDUCATION

2006

Master of Business Administration, The Pennsylvania State University

1979

Bachelor of Science in Accounting, The Pennsylvania State University

PROFESSIONAL ASSOCIATIONS

Pennsylvania Institute of Certified Public Accountants – Past President, Erie Chapter

Institute of Management Accountants – Past President, Erie Chapter

**ATTACHMENT K
APPLICATION AFFIDAVIT**

(Attached)

RECEIVED

2018 DEC 26 PM 2:05

PA PJC
SECRETARY'S BUREAU

APPLICATION AFFIDAVIT

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF ERIE)

Brad C. Phillips, Affiant, being duly sworn according to law, deposes and says:

That he is the Vice President and Chief Financial Officer of the Manufacturer & Business Association.

That he is authorized to and does make this affidavit for said Applicant Employers' Energy Alliance of Pennsylvania, Inc.

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

That the Applicant herein Employers' Energy Alliance of Pennsylvania, Inc., has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein Employers' Energy Alliance of Pennsylvania, Inc., acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein Employers' Energy Alliance of Pennsylvania, Inc., acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

That the facts above set forth are true and correct to the best of his knowledge, information, and belief, and that he expects said Applicant to be able to prove the same at hearing.

Brad C Phillips
Signature of Affiant

Sworn and subscribed before me this 15th day of November, 2018.

Batrice A. Blenner
Signature of official administering oath
My commission expires _____

Commonwealth of Pennsylvania - Notary Seal
Batrice A. Blenner, Notary Public
Erie County
My commission expires Oct. 15, 2021
Commission number 1012961

RECEIVED
DEC 26 2018
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**ATTACHMENT L
OPERATIONS AFFIDAVIT**

(Attached)

RECEIVED
2018 DEC 26 PM 2:05
P&PUC
SECRETARY'S BUREAU

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

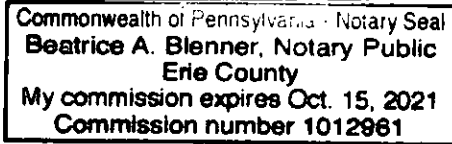
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Bureau of Public Liaison or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the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

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

Brad C Phillips
Signature of Affiant

Sworn and subscribed before me this 15th day of November, 2018.

Beatrice A. Blenner
Signature of official administering oath
My commission expires _____



RECEIVED

DEC 26 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**ATTACHMENT M
PROOFS OF PUBLICATION**

(Attached)

RECEIVED

2018 DEC 26 PM 2:05

PA PULC
SECRETARY'S BUREAU

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

MCNEES WALLACE & NURICK
PO BOX 1166
HARRISBURG PA 17108-1166

REFERENCE: 126163 342605
PUC Notice

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

Jennifer L. Trott, being duly sworn, deposes and says that: (1) he/she is a designated agent of the Times Publishing Company (TPC) to execute Proofs of Publication on behalf of the TPC; (2) the TPC, whose principal place of business is at 205 W. 12th Street, Erie, Pennsylvania, owns and publishes the Erie Times-News, established October 2, 2000, a daily newspaper of general circulation, and published at Erie, Erie County Pennsylvania; (3) the subject notice or advertisement, a true and correct copy of which is attached, was published in the regular edition(s) of said newspaper on the date(s) referred to below. Affiant further deposes that he/she is duly authorized by the TPC, owner and publisher of the Erie Times-News, to verify the foregoing statement under oath, and affiant is not interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

PUBLISHED ON: 11/21/18

TOTAL COST: \$556.00 AD SPACE: 0 Lines

FILED ON: 11/21/18

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of *Employers' Energy Alliance of Pennsylvania, Inc.* For Approval To Offer, Render, Furnish, Or Supply Electricity Or Electric Generation Services As A Broker Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

Employers' Energy Alliance of Pennsylvania, Inc., will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker engaged in the business of supplying electricity. *Employers' Energy Alliance of Pennsylvania, Inc.*, proposes to supply electricity and related services throughout the entire Commonwealth of Pennsylvania 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 *Employers' Energy Alliance of Pennsylvania, Inc.*, may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to *Employers' Energy Alliance of Pennsylvania, Inc.*'s attorneys at the address listed below.

By and through Counsel: Pamela C. Polacek, Esq. and Vasiliki Karandrikas, Esq.

McNees Wallace & Nurick LLC
100 Pine Street, P.O. Box 1166
Harrisburg, PA 17108
Phone: 717-232-8000
Fax: 717-237-5300

EPJ42605

RECEIVED

DEC 26 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Sworn to and subscribed before me this 26th day of November 2018

Affiant: Jennifer L Trott

NOTARY: Barbara J Moore

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Barbara J. Moore, Notary Public
City of Erie, Erie County
My Commission Expires March 23, 2020
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES



AD#: 0008909077

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 11/27/2018

Donna Maldonado
Principal Clerk of the Publisher

Sworn to and subscribed before me this 28th day of November 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 **Employers' Energy Alliance of Pennsylvania, Inc.**, For Approval To Offer, Render, Furnish, Or Supply Electricity Or Electric Generation Services As A Broker Engaged In The Business Of Supplying Electricity 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 **Employers' Energy Alliance of Pennsylvania, Inc.**, may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to **Employers' Energy Alliance of Pennsylvania, Inc.**'s attorneys at the address listed below.

By and through Counsel: Pamela C. Polacek, Esq. and Vasiliki Karandrikas, Esq.

McNees Wallace & Nurick LLC
100 Pine Street, P.O. Box 1166
Harrisburg, PA 17108
Phone: 717-232-8000
Fax: 717-237-5300

RECEIVED

DEC 26 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

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:

November 23, 2018

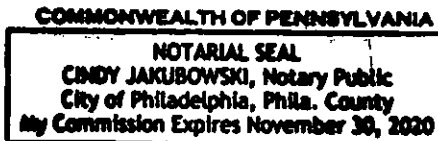
Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to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



Sworn to and subscribed before me this 23rd day of
November 2018.


Notary Public

My Commission Expires:



Copy of Notice of Publication

**PENNSYLVANIA PUBLIC UTILITY COMMISSION
NOTICE**
Application of **Employers' Energy Alliance of Pennsylvania, Inc.**, For Approval To Offer, Render, Furnish, Or Supply Electricity Or Electric Generation Services As A Broker Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania. **Employers' Energy Alliance of Pennsylvania, Inc.**, will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker engaged in the business of supplying electricity. **Employers' Energy Alliance of Pennsylvania, Inc.**, proposes to supply electricity and related services throughout the entire Commonwealth of Pennsylvania 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 **Employers' Energy Alliance of Pennsylvania, Inc.**, may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to **Employers' Energy Alliance of Pennsylvania, Inc.**'s attorneys at the address listed below.
By and through Counsel: Pamela C. Polacek, Esq. and Vasiliki Karandrikan, Esq.
McNees Wallace & Nurick LLC
100 Pine Street, P.O. Box 1168
Harrisburg, PA 17108
Phone: 717-237-8000
Fax: 717-237-5300

RECEIVED
DEC 26 2018
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

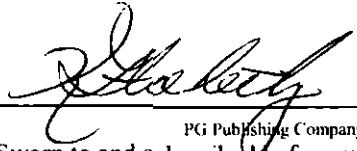
Proof of Publication of Notice in Pittsburgh Post-Gazette

Under Act No 587, Approved May 16, 1929, PL 1784, as last amended by Act No 409 of September 29, 1951

Commonwealth of Pennsylvania, County of Allegheny, ss K. Flaherty, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette and Sun-Telegraph and The Pittsburgh Press and the Pittsburgh Post-Gazette and Sun-Telegraph was established in 1960 and the Pittsburgh Post-Gazette was established in 1927 by the merging of the Pittsburgh Gazette established in 1786 and the Pittsburgh Post, established in 1842. since which date the said Pittsburgh Post-Gazette has been regularly issued in said County and that a copy of said printed notice or publication is attached hereto exactly as the same was printed and published in the _____ regular _____ editions and issues of the said Pittsburgh Post-Gazette a newspaper of general circulation on the following dates, viz:

23 of November, 2018

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the Pittsburgh Post-Gazette, that, as such agent, affiant is duly authorized to verify the foregoing statement under oath, that affiant is not interested in the subject matter of the afore said notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.


PG Publishing Company

Sworn to and subscribed before me this day of:
November 23, 2018



Commonwealth of Pennsylvania - Notary Seal
Elizabeth R. Chmura, Notary Public
Allegheny County
My commission expires February 8, 2022
Commission number 1326781
Member, Pennsylvania Association of Notaries

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

DEC 26 2018

RECEIVED

STATEMENT OF ADVERTISING COSTS
Manufacturer & Business Associat
2171 West 38th Street
Erie Pennsylvania 16508

To PG Publishing Company

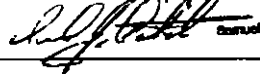
Total ----- \$449.50

Publisher's Receipt for Advertising Costs

PG PUBLISHING COMPANY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

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

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

By  Samuel J. Arbuthnot

I hereby certify that the foregoing is the original Proof of Publication and receipt for the Advertising costs in the subject matter of said notice.

COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE
Application of Employers' Energy Alliance of Pennsylvania, Inc. For Approval To Offer, Render, Furnish, Or Supply Electricity Or Electric Generation Services As A Broker Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.
Employers' Energy Alliance of Pennsylvania, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker engaged in the business of supplying electricity. Employers' Energy Alliance of Pennsylvania, Inc. proposes to supply electricity and related services throughout the entire Commonwealth of Pennsylvania 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 Employers' Energy Alliance of Pennsylvania, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Employers' Energy Alliance of Pennsylvania, Inc.'s attorneys at the address listed below.
By and through Counsel:
Pamela C. Polacek, Esq. and
Vasiliki Karandhikas, Esq.
McNees Wallace & Nurick LLC
100 Pine Street, P.O. Box 1166
Harrisburg, PA 17108
Phone: 717-232-8000
Fax: 717-237-5300

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

MANUFACTURER & BUSINESS ASSOCIATION
BRAD C PHILLIPS, VICE PRESIDEN
2171 WEST 38TH ST ERIE PA 16508

Account # 631989
Order # 82279921
Ad Price: 278.45

LEGAL NOTICE PENNSYLVANIA

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:

11/21/2018

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 Sharon Venturi

Sworn and subscribed to before me
this 21st day of November 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

RECEIVED

DEC 26 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

LEGAL NOTICE

PENNSYLVANIA PUBLIC
UTILITY COMMISSION NOTICE

Application of **Employers' Energy Alliance of Pennsylvania, Inc.**, For Approval To Offer, Render, Furnish, Or Supply Electricity Or Electric Generation Services As A Broker Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

Employers' Energy Alliance of Pennsylvania, Inc., will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation ~~services~~ as a broker engaged in the business of supplying electricity. **Employers' Energy Alliance of Pennsylvania, Inc.**, proposes to supply electricity and related services throughout the entire Commonwealth of Pennsylvania 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 **Employers' Energy Alliance of Pennsylvania, Inc.**, may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to **Employers' Energy Alliance of Pennsylvania, Inc.**'s attorneys at the address listed below.

By and through Counsel:
Pamela C. Polacek, Esq. And
Vasiliki Karandrikas, Esq.
McNees Wallace & Nurick LLC
100 Pine Street, P.O. Box 1168
Harrisburg, PA 17108
Phone: 717-232-8000
Fax: 717-237-5300

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:

Robert O. Rolley, Jr., 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:

November 24, 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 Employers' Energy Alliance of Pennsylvania, Inc., For Approval To Offer, Render, Furnish, Or Supply Electricity Or Electric Generation Services As A Broker Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

Employers' Energy Alliance of Pennsylvania, Inc., will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker engaged in the business of supplying electricity. Employers' Energy Alliance of Pennsylvania, Inc., proposes to supply electricity and related services throughout the entire Commonwealth of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider

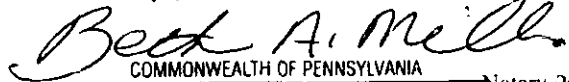
this application without a hearing. Protests directed to the technical or financial fitness of Employers' Energy Alliance of Pennsylvania, Inc., may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any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

By and through Counsel:
Pamela C. Polacek, Esq.
and Vasiliki Karandrikas,
Esq.
McNees Wallace &
Nurick LLC
100 Pine Street,
P.O. Box 1166
Harrisburg, PA 17108
Phone: 717-232-8000
Fax: 717-237-5300


SUN-GAZETTE LLC

Sworn to and subscribed before me

The 18th day of December 20 18


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.....\$ 260.16

Probated same.....\$

Total.....\$ 260.16

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

SUN-GAZETTE LLC

BY Robert O. Rolley, Jr.

RECEIVED

DEC 26 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

PENNSYLVANIA
 PUBLIC UTILITY COMMISSION
 NOTICE

Application of Employers' Energy Alliance of Pennsylvania, Inc., For Approval To Offer, Render, Furnish, Or Supply Electricity Or Electric Generation Services As A Broker Engaged In The Business Of Supplying Electricity 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 Employers' Energy Alliance of Pennsylvania, Inc., may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Employers' Energy Alliance of Pennsylvania, Inc.'s attorneys at the address listed below.

By and through Counsel: Pamela C. Polacek, Esq.
 and Vasiliki Karandrikas, Esq.
 McNeese Wallace & Nurick LLC
 100 Pine Street, P.O. Box 1166
 Harrisburg, PA 17108
 Phone: 717-232-8000
 Fax: 717-237-5300

publish
 that the
 of The
 interest
 charac

On this 23rd day of November A.D. 2018, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Sales Manager / Major Accounts of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863.

County of Cambria, and Commonwealth of Pennsylvania and the matter published in said publication in the regular issues of PA, on November 21, 2018; and that the Affiant is not advertising and that all of the allegations as to time, place and

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Signed and sworn to before me on 23rd day of November, 2018, by Christine Marhefka making the statement.

Vivian Ohs

0.00 Lines @ \$2.50 per line	0.00
7 Inches @ \$25.00 per inch	175.00
Notary Fee	5.00
Clerical Fee	2.50
Total Cost	182.50

Commonwealth of Pennsylvania - Notary Seal
 Vivian Ohs, Notary Public
 Cambria County
 My commission expires December 6, 2020
 Commission number 1123017
 Member, Pennsylvania Association of Notaries

To The Tribune-Democrat, Johnstown, PA
 For publishing the notice or publication attached hereto on the above stated dates.

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

_____ for publisher of _____
 a newspaper of general circulation, hereby acknowledges receipt of the aforesaid and publication costs and certifies that the same has been duly paid.

 (Name of Newspaper)

By _____

RECEIVED

DEC 26 2018

CERTIFICATE OF SERVICE

On this 26th day of December 2018, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all **NON-CONFIDENTIAL** attachments have been served, as either a hardcopy or a searchable PDF version on a CD-ROM, upon the following:

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

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

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

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

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

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

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

Legal Department
First Energy
2800 Pottsville Pike
Reading, PA 19612

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
Attn: EGS Coordination
1775 Industrial Boulevard
Lewisburg, PA 17837

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

Pamela C. Polacek

Pamela C. Polacek

Counsel to the Employers' Energy
Alliance of Pennsylvania, Inc.

RECEIVED

DEC 26 2018

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



McNees
Wallace & Nurick LLC

100 Pine Street • PO Box 1166 • Harrisburg, PA 17108-1166

VIA HAND DELIVERY

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

DECEMBER

2018 DEC 26 PM 2:03

SECRETARY'S OFFICE
PENNSYLVANIA PUBLIC UTILITY COMMISSION