

RESPOND ◀▶ POWER

January 9, 2019

Secretary's Bureau
Pennsylvania Public Utility Commission
PO Box 3265
Harrisburg, PA 17105-3265

RECEIVED

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Respond Power LLC (Docket No. A-2010-2163898) - Licensing Update

Pursuant to 52 Pa. Code § 54.34 Respond Power LLC ("Respond") hereby provides notice to the Pennsylvania Public Utility Commission ("PUC" or the "Commission") that on January 1, 2019 Spark HoldCo, LLC ("HoldCo") completed a management transition ("Transition") as a result of a transaction originally announced on May 4, 2016 when HoldCo indicated it would acquire indirectly 100% of the membership interest in Respond pursuant to a Membership Interest Purchase Agreement ("MIPA") entered into by, among others, National Gas & Electric, LLC ("NG&E") and HoldCo on May 3, 2016 (the "Transaction"). While the Transaction closed initially on August 23, 2016, the terms of a corresponding earnout agreement contemplated that certain legacy Respond managers would continue to be involved in the management of Respond's day-to-day operations until January 1, 2019. Given that the earnout term expired on December 31, 2018, however, effective January 1, 2019, HoldCo assumed full managerial control over Respond. Therefore, Respond hereby provides the Commission with notice of the change in management effective as of January 1, 2019.

Respond will continue operating as a separate entity, will retain its brand name and will continue to operate with no disruption in customer service. Respond customers will experience no changes or interruptions in their service as a result of the conclusion of the earnout term. Neither Respond nor HoldCo presently intend to make any changes in Respond's services or customer population, other than changes made in the ordinary course of business. Respond will continue to be operated with business as usual. Respond presently has no intention to change rates in connection with the Transition. The Transition will not involve any assignment, transfer or sale of Respond's customer contracts or Respond's license. Respond will continue to have the requisite technical, managerial and financial capabilities. The scope of service provided by Respond will not change as a result and Respond will continue to serve the same customer classes. The only change is that HoldCo is assuming full managerial control of Respond and implementing certain changes of management personnel.

As of January 1, 2019, the managerial personnel are the following:

<u>New Officer Slate</u>	<u>Title</u>
CEO	Nathan Kroeker
President	Mark Weiderman
EVP, Retail	Jason Garrett
VP, Chief Financial Officer	Rob Lane
Interim General Counsel and Corporate Secretary	C. Alexis Keene

If you have any questions or require additional information, please do not hesitate to contact the undersigned.

Very truly yours,



C. Alexis Keene, J.D., C.P.A.
Interim General Counsel and Corporate Secretary