

Deanne M. O'Dell  
717.255.3744  
dodell@eckertseamans.com

September 9, 2019

**Via Hand Delivery**

Rosemary Chiavetta, Secretary  
PA Public Utility Commission  
P.O. Box 3265  
Harrisburg, PA 17105-3265

Re: Application of USource, LLC for approval to offer, render, furnish or supply electric generation services as a Marketer/Broker to the public in the Commonwealth of Pennsylvania – Docket No. A-2019 \_\_\_\_\_

Dear Secretary Chiavetta:

On behalf of USource, LLC enclosed for filing please find the original application to offer, render, furnish, or supply electric generation services as a marketer/broker to the public in the Commonwealth of Pennsylvania along with a cashiers check in the amount of \$350 for the filing fee. Please note that Appendix I and Exhibits 7a and 7b contain confidential material and should be handled accordingly. Also enclosed is a CD-ROM containing the entire Application. The confidential attachments are in a separate file on the CD-ROM.

Parties have been served in accordance with the attached Certificate of Service. The confidential attachments are only being provided to the parties listed on the attached Certificate of Service by request only.

Sincerely,



Deanne M. O'Dell

DMO/lww  
Enclosure

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## BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of USource, LLC, for approval to offer, render, furnish, or supply electricity or electric generation services as an Marketer/Broker to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

### 1. IDENTIFICATION AND CONTACT INFORMATION

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

**Usource, LLC**  
**1 Liberty Lane East, Suite 220, Hampton, NH 03842**  
**myadvisor@usourceenergy.com**  
**www.usourceenergy.com**  
**Phone: 888.686.4845**  
**Fax: 877.547.3537**

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- b. **PENNSYLVANIA ADDRESS / REGISTERED AGENT:** If the Applicant maintains a primary address outside of Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's secondary office within Pennsylvania. If the Applicant does not maintain a physical location within Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's Registered Agent within

**Corporation Service Company**  
**2595 Interstate Drive, Suite 103, Harrisburg, PA 17110**

- 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.

**John H. Ritch**  
**20455 State Highway 249, Suite 200, Houston, TX 77070**  
**Phone: 713.401.5738 Fax: 713.401.5842**  
**John.ritch@usourceenergy.com**

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

**Deanne O'Dell, Eckert Seamans**  
**213 Market Street, 8<sup>th</sup> Floor, Harrisburg, PA 17101**  
**(P) 717.255.3744**  
**dodell@eckertseamans.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.

**Gabrielle Morrison**  
**Marketing Coordinator**  
1 Liberty Lane East, Suite 220  
Hampton, NH 03842  
Phone: (603) 294-5030  
[morrisonq@usourceenergy.com](mailto:morrisonq@usourceenergy.com)

**Shannon Monroe-Davis**  
**Director, Operations**  
1 Liberty Lane East, Suite 220  
Hampton, NH 03842  
Phone:(603) 294-5198  
[monroe-davis@usourceenergy.com](mailto:monroe-davis@usourceenergy.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**

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:

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

**See Exhibit 2 – Business Entity**

- Give name and address of officers.

**See Exhibit 8 – Technical Fitness**

**3. AFFILIATES AND PREDECESSORS**

*(both in state and out of state)*

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

**See EXHIBIT 3a: AFFILIATES**

- 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.

**Unitil Resources, Inc. dba USource, LLC (EGS: A-110131)**  
**1 Liberty Lane East, Suite 220**  
**Hampton, NH 03842**  
**www.usourceenergy.com**  
**Phone: 888.686.4845**  
**Fax: 877.547.3537**

**Applicant understands that Unitil Resources will be submitting a request to have its current license cancelled subject to the approval of this application.**

## 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 – **Applicant proposes to provide services previously provided by Unifil Resources, Inc. d/b/a/ Usource, LLC at Docket Number (EGS: A-110131) upon cancellation of its license and approval of this application**
- Other; Identify the nature of service being rendered.

**OR**

The Applicant is not presently doing business in Pennsylvania.

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

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

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

**Usource, L.L.C. (Usource) manages an energy procurement system that provides commercial, industrial and institutional customers an efficient way to procure energy, taking advantage of commodity market volatility and leveraging Usource's energy expertise. Usource, L.L.C. technical staff creates a customize energy plan in concert with the customer. An RFP is created to secure energy supplies consistent with the customer's objectives. The customer realizes significant time and dollar savings using the Usource platform. Only suppliers qualified by the state and the local distribution company are allowed to submit bids to serve the customers' energy needs. Once a bid for gas or electricity that meets the customers' pre-specified parameters is accepted, a transaction is executed.**

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

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

- Pike
- PPL
- UGI Utilities
- Wellsboro
- West Penn

Entire Commonwealth of PA

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

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

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

**USource, LLC will begin actively marketing upon approval of this application.**

## 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.

**USource, LLC nor any of its affiliates, predecessor of either, or a person identified in this Application, have been or is currently a defendant of a criminal or civil proceeding within the last five (5) years.**

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

**Not Applicable**

- 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.

**Please see Exhibit 5 c-d: Compliance**

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

**Please see Exhibit 5 c-d: Compliance**

## **6. PROOF OF SERVICE**

***Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.  
(Example Certificate of Service is attached at Appendix C)***

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

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.

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

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

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

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

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

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

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

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

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

## 7. FINANCIAL FITNESS

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

Furnishing the ORIGINAL of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.

Furnishing the ORIGINAL of another initial security for Commission approval, to ensure financial responsibility, such as a parental guarantee, in the amount of \$250,000.

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

See Exhibit 7a



## **CRITICAL BONDING NOTES:**

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

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

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

- b. FINANCIAL RECORDS, STATEMENTS, AND RATINGS:** Applicant must provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

**See CONFIDENTIAL Exhibit 7b –Financial Fitness**

- 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.

**USource, LLC will be acting as a Broker/Marketer only.**

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

**Usource receives a brokerage fee from the supplier for our services that is built into the price which the customer pays to the supplier for their energy. The fee that is charged will vary, but will be disclosed to the end customer. If the customer does not elect to enter an energy contract that we recommend with a competitive energy supplier, Usource will receive no fees for the work performed for the customer.**

- 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.

**Richard Chapman, Controller**  
**20455 State Highway 249, Suite 200**  
**Houston, TX 77070**  
**(P) - (713) 401.5711**  
**(F) - (713) 401.5882**  
**richard.chapman@nee.com**

- 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.*

## 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:

**See Exhibit 8 – Technical Fitness**

- 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.

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

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

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

- Yes
- No

If yes, will the Applicant be using verification procedures?

- Yes
- No

If yes, describe the Applicant's verification procedures.

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.

**See Exhibit 8 – Technical Fitness**

e. **OFFICERS:** Identify Applicant's chief officers, and include the professional resumes for any officers directly responsible for operations. All resumes should include date ranges and job descriptions containing actual work experience.

**See Exhibit 8 – Technical Fitness**

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 \_\_\_\_\_.
- 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.***

**N/A as applicant is seeking to operate exclusively as a broker/marketer**

## 10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

- a. **PJM LOAD SERVING ENTITY REQUIREMENT:** As a prospective EGS, the applicant understands that those EGSs which provide retail electric supply service (i.e. takes title to electricity) must provide either:
- proof of registration as a PJM Load Serving Entity (LSE), or
  - proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

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

*(Select only one of the following)*

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

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

AGREED

- c. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:
- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
  - Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
  - The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
  - Net Metering Reports: Applicant shall be responsible to report any Net Metering per the Standards on [http://www.puc.pa.gov/consumer\\_info/electricity/alternative\\_energy.aspx](http://www.puc.pa.gov/consumer_info/electricity/alternative_energy.aspx). Scroll down to the Net Metering Standards Section.

- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis per 52 Pa. Code § 54.39(d).
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

**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.

AGREED

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

PAYMENT ENCLOSED

## 11. AFFIDAVITS

**Must be notarized before filing.**

- a. **APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.
- b. **OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that you agree to comply with the operational requirements of the control area(s) within which you provide retail service. An example copy of this Affidavit can be found at Appendix B.

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## 12. NEWSPAPER PUBLICATIONS

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

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

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

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

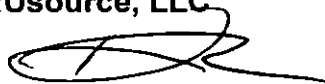
	Erie Times-News	Harrisburg Patriot-News	Philadelphia Daily News	Pittsburgh Post-Gazette	Scranton Times-Tribune	Williamsport Sun-Gazette	Johnstown Tribune-Democrat
Columbia Gas	X	X		X		X	X
National Fuel Gas	X			X			
PECO			X				
Peoples - Equitable	X			X			
Peoples Natural Gas	X			X			X
Peoples Gas Company				X			
Philadelphia Gas Works			X				
UGI Utilities – Gas Div.	X	X	X	X	X	X	X
Valley Energy					X	X	
Entire Commonwealth	X	X	X	X	X	X	X

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

## 13. SIGNATURE

Applicant: **Usource, LLC**

By: \_\_\_\_\_



Kenny Matula

Title: **Vice President, Usource, LLC**

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**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: Usource, LLC**

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

PUC Secretary's Bureau Use



**Index Of Appendices And Exhibits To Electric Generation Supplier  
Application Of Usource, LLC.**

Appendix A	Application Affidavit
Appendix B	Operations Affidavit
Appendix C	Certificate of Service
Appendix I <b>CONFIDENTIAL</b>	Tax Certification Statement
Exhibit 2	Pennsylvania Registration as a Foreign LLC and Delaware Certificate of Formation
Exhibit 3a	List of Affiliates
Exhibits 5 c-d	Formal Complaints and Present Status
Exhibit 7a <b>CONFIDENTIAL</b>	Original Bond with Continuous Rider
Exhibit 7b <b>CONFIDENTIAL</b>	Information in Support of Applicant's Financial Fitness
Exhibit 8	Information in Support of Applicant's Technical Fitness
Exhibit 12	Proofs of Publication

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# Appendix A Application Affidavit

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Appendix A

APPLICATION AFFIDAVIT

State of Texas :

ss.

County of Harris :

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

He is the Vice President of Usource, L.L.C.;

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

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

That the Applicant herein Usource, L.L.C. has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein Usource, L.L.C. 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 Usource, L.L.C. acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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

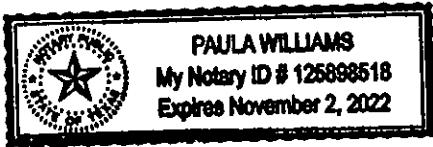
*[Handwritten Signature]*

Signature of Affiant

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Sworn and subscribed before me this 28th day of August, 2019.

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*Paula Williams*

Signature of official administering oath

PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU

My commission expires November 2, 2022.

# Appendix B

# Operations Affidavit

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SECRETARY'S BUREAU

**Appendix B**

**OPERATIONS AFFIDAVIT**

State of Texas :

: SS.

County of Harris :

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

He is the Vice President of Usource, L.L.C.;

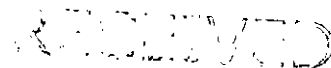
That he is authorized to and does make this affidavit for said Applicant;

That Usource, L.L.C., the Applicant herein, acknowledges that Usource, L.L.C. may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

That Usource, L.L.C., the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render natural gas supply service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

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

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



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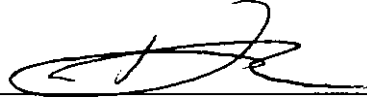
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**Appendix B (Continued)**

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

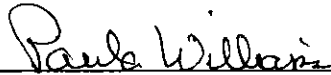
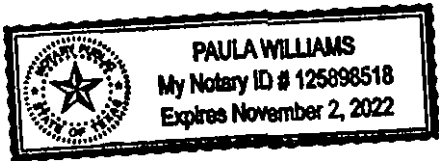
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the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

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



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

Sworn and subscribed before me this 28<sup>th</sup> day of August, 2019.



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

My commission expires November 2, 2022.

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# Appendix C

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## Appendix C

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

### Example CERTIFICATE OF SERVICE

On this the 9<sup>th</sup> day of September 2019, 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 Consumer Advocate  
5th Floor, Forum Place  
555 Walnut Street  
Harrisburg, PA 17120

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

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

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

Legal Department  
First Energy  
2800 Pottsville Pike  
Reading PA, 19612

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

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

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

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

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

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

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

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

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Deanne M. O'Dell, Esq.



# Exhibit 2

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200052-1410

EXHIBIT 2: Business Entity  
Usource, LLC  
Electric Broker/Marketer License Application

Microfilm Number \_\_\_\_\_

Filed with the Department of State on JUL 05 2000

Entity Number 750933

*Kim Fitzgerald*  
Secretary of the Commonwealth

**APPLICATION FOR REGISTRATION AS A FOREIGN LIMITED LIABILITY COMPANY**

DSCB-15-8981 (Rev 95)

In compliance with the requirements of 15 Pa.C.S. § 8981 (relating to registration), the undersigned foreign limited liability company, desiring to register to do business in this Commonwealth, hereby states that:

1. The **name** of the limited liability company is: Usource, L.L.C.

2. (If the name set forth in paragraph 1 is not available for use in this Commonwealth, complete the following): The name under which the limited liability company proposes to register and do business in this Commonwealth is:

3. The **name** of the **jurisdiction** under the laws of which the limited liability company was organized and the date of its formation are:

**Jurisdiction:** Delaware **Date of Formation:** March 31, 2000

4. The (a) **address** of this limited liability company's initial registered office in this Commonwealth or (b) **name** of its commercial registered office provider and the county of venue is:

(a) \_\_\_\_\_  
Number and Street City State Zip County

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

For a limited liability company represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the limited liability company is located for venue and official publication purposes.

5. (Check and complete one of the following):

\_\_\_\_\_ The address of the office required to be maintained by it in the jurisdiction of its organization by the laws of that jurisdiction is:

\_\_\_\_\_ number and Street City State Zip

\_\_\_\_\_ It is not required by the laws of its jurisdiction of organization to maintain an office therein and the address of its principal office is:

6 Liberty Lane West Hampton, NH 03842-1720  
Number and Street City State Zip

6. (Strike out if inapplicable): The company is a restricted professional company organized to render the following restricted professional service(s):

N/A

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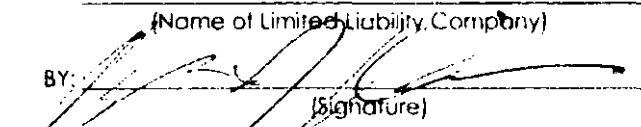
PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

200052-1411


DSCB:15-8981 (Rev 95)-2

EXHIBIT 2: Business Entity  
Usource, LLC  
Electric Broker/Marketer License Application

IN TESTIMONY WHEREOF, the undersigned limited liability company has caused this Application for Registration a., a Foreign Limited Liability Company to be signed by a duly authorized member or manager thereof this 22nd day of June 2000.

Usource, L.L.C.  
\_\_\_\_\_  
(Name of Limited Liability Company)  
BY:   
\_\_\_\_\_  
(Signature)  
TITLE: Managing Director  
\_\_\_\_\_

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

<p><b>Document will be returned to the name and address entered below.</b></p> <hr/> <p>Name 700 Universe Boulevard.</p> <hr/> <p>Address Juno Beach FL 33408</p> <hr/> <p>City State Zip Code</p>	<p><b>Amendment of Foreign Registration</b>          DSCB: 15-413          (rev. 2/2017)</p>  <p><b>413</b></p>
--	--

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

Fee: \$250

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 413 (relating to amendment of foreign registration statement), the undersigned registered foreign association hereby states that:

1. The name of the association under which it is registered to do business in this Commonwealth:

USOURCE, L.L.C.

2. The type of association is (check only one):

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Business Corporation                 | <input type="checkbox"/> Limited Partnership                     | <input type="checkbox"/> Business Trust           |
| <input type="checkbox"/> Nonprofit Corporation                | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership   |   |

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

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

(a) \_\_\_\_\_

Number and street	City	State	Zip	Country
-------------------	------	-------	-----	---------

**OR**

(b) C/O: CORPORATION SERVICE COMPANY Dauphin

Name of Commercial Registered Office Provider	County
---	--------

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

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

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

The association desires that its registration be amended to change or correct the following information:

Principal address is: 700 Universe Blvd., Juno Beach, FL 33408

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

If the amendment reflects a change in name for the association which does not comply with 15 Pa.C.S. § 414 and §§ 201-209, the foreign association must adopt an alternate name that complies 15 Pa.C.S. §§ 201-209 for use in Pennsylvania.

IN TESTIMONY WHEREOF, the undersigned association has caused this Amendment of Foreign Registration Statement to be signed by a duly authorized representative thereof this 17th day of April, 2019

USOURCE, L.L.C.

Name of Association

Melissa A. Plotsky

Signature

Secretary

Title

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

08/08/2019

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

USOURCE, L.L.C.

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

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



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

*Katly Bookman*

Acting Secretary of the Commonwealth

Certification Number: TSC190808120960-1

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

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "USOURCE, L.L.C.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3205239 8100

001165595

AUTHENTICATION: 0355468

DATE: 04-03-00

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/31/2000  
001165595 - 3205239

**CERTIFICATE OF FORMATION  
OF  
USOURCE, L.L.C.**

This Certificate of Formation of Usource, L.L.C. (the "Company"), dated as of March 31, 2000, is being duly executed and filed by Stacey Wruble Seowald as an authorized person to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

**FIRST.** The name of the limited liability company formed hereby is Usource, L.L.C.

**SECOND.** The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19805.

**THIRD.** The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19805.

**IN WITNESS WHEREOF,** the undersigned has executed this Certificate of Formation as of the date first above written.

  
Stacey Wruble Seowald  
Authorized Person



**AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.**

ATTORNEYS AT LAW

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS  
1333 NEW HAMPSHIRE AVENUE, N.W.  
SUITE 400  
WASHINGTON, DC 20036  
1800 867-4000  
FAX (202) 867-4256  
www.akingump.com

AMSTERDAM  
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HONGKONG  
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MOSCOW  
NEW YORK  
PHILADELPHIA  
SAN ANTONIO  
WASHINGTON, D.C.

WINTER'S DIRECT DIAL NUMBER (202) 867-4473  
WINTER'S EMAIL ADDRESS [info@akingump.com](mailto:info@akingump.com)

MEMBER - IN AFFILIATION WITH  
THE LAW OFFICE OF ABRAHAM H. FARRAR

March 31, 2000

**RE: FACSIMILE**

Secretary of State of the  
State of Delaware  
Division of Corporations  
John G. Townsend Bldg.  
Dover, Delaware 19903

Re: Usource, L.L.C.

To whom it may concern:

The undersigned, as counsel to Usource, Inc., a Delaware corporation (the "Corporation") incorporated of even date herewith, hereby confirms that the Corporation consents to the use of the name "Usource, L.L.C.," by Usource, L.L.C., an entity seeking to file a Certificate of Formation with the Secretary of State of the State of Delaware dated of even date herewith.

If you have any questions regarding the above, please do not hesitate to contact me at (202) 887-4473.

Sincerely,



Stacey W. Scowald

# Exhibit 3a

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**EXHIBIT 3a: Affiliates**  
Usource, LLC  
Electric Broker/Marketer License Application

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- 3a. 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.

The following affiliates are FERC jurisdictional public utilities:

FPL Energy Marcus Hook, L.P.; ER02-1903 and ER05-316  
FPL Energy MH 50 L.P.; ER99-2917-000  
Meyersdale Windpower, LLC; ER04-290-000  
Mill Run Windpower, LLC; ER02-256-000  
NEPM II, LLC; ER11-4462-002  
NextEra Energy Power Marketing, LLC; ER98-3566-000  
Pennsylvania Windfarms, Inc.; ER02-2166-000  
Somereast Windpower, LLC; ER02-258-000  
Waymart Wind Farm, L.P.; ER03-1375-000

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Other Affiliate(s) of the Applicant doing business in Pennsylvania are:

Boulevard Associates, LLC  
FPL Energy Services, Inc.  
Generation Repair and Service, LLC  
NextEra Energy Operating Services, LLC  
NextEra Energy Project Management, LLC  
NextEra Energy Solutions, LLC  
NextEra Energy Services Pennsylvania, LLC  
Premier Power Solutions, LLC  
Sentry Solar, LLC

Additional affiliates can be found within NextEra Energy Inc.'s 10-K.

Usource, LLC does not have any affiliates applying to do business in Pennsylvania.

# Exhibit 5c-d

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**5c. CUSTOMER/REGULATORY/PROSECUTORY ACTIONS:** Identify all formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutory agency against the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, for the prior five (5) years, including but not limited to customers, Utility Commissions, and Consumer Protection Agencies such as the Offices of Attorney General. **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.

**There are no existing investigations or regulatory actions of Usource, LLC by any public utility commission, or any other governing, regulatory or standards body. The Commission has not previously cancelled any licenses of Usource.**

**An affiliate, NextEra Energy Services Pennsylvania has had the following formal complaints over the last five year:**

- Docket C-2015-2480805
- Docket C-2015-2511978
- Docket C-2015-2460948
- Docket C-2015-2482185
- Docket C-2015-2482173
- Docket C-2015-2482188
- Docket C-2015-2472483
- Docket C-2015-2495216
- Docket F-2015-2514745
- Docket C-2016-2547108
- Docket F-2017-265031
- Docket F-2017-2636032
- Docket F-2018-3000576
- Docket F-2018-300260

**5d. SUMMARY:** If applicable; provide a statement as to the resolution or present status of any actions listed above.

**Each of these formal consumer complaints against NextEra Energy Services Pennsylvania, LLC, an affiliate of Usource, L.L.C, have been closed pursuant to the filing of a Certification of Satisfaction.**

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# Exhibit 8

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**EXHIBIT 8: Technical Fitness**

Usource, LLC

Electric Broker/Marketer License Application

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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**8. EXPERIENCE, PLAN, STRUCTURE and OVERSIGHT OF MARKETING:**

Usource, LLC ("Usource") will provide broker/marketer services engaged as an intermediary in the sale and purchase of natural gas to small/large commercial, industrial and governmental customers without taking title to the natural gas.

Usource through its predecessor has been in business since 1999. Usource operates in 23 states including key competitive energy markets including New England, New York, PJM and Texas, with customers behind 56 utility distribution companies. Its client volumes under management include approximately 4 MWH of power and approximately 7 BCF of natural gas with retention rates in excess of 85%.

Usource will provide services inclusive of the following to its customers:

- B2B energy cost management solutions
- Power and gas procurement through a proprietary bidding platform
- Evaluation and procurement of renewables, energy efficiency and demand response services
- Risk management strategy
- Supplier and utility bill auditing

Any customer with a question or complaint regarding service matters may contact Usource Customer Care at a dedicated toll free number or email address provided in the customer contract and on its website. Usource Customer Care personnel will make every effort to respond to the customer's inquiry or resolve its complaint in a timely and satisfactory fashion. If a mutually agreeable resolution cannot be reached the Customer Care manager or supervisor will review the complaint and then notify the customer of the outcome. At that time, the customer will also be notified of its right to file a complaint with the PAPUC and Usource will provide the telephone number, facsimile number and website of the PAPUC for the customer's convenience.

Usource will exercise rigorous quality control over the services rendered and will ensure that its customer service representatives are well trained in applicable law and PAPUC rules governing the provision of retail gas service.

Usource provides training to all personnel and stresses the importance and understanding of each of the following objectives:

**EXHIBIT 8: Technical Fitness**  
Usource, LLC  
Electric Broker/Marketer License Application

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- Knowledge and awareness of applicable Pennsylvania laws and regulations governing marketing and consumer protection.
- Knowledge and understanding of responsible and ethical sales practices.
- Knowledge of the Company's products and services.
- Knowledge of relevant terms and definitions.
- Knowledge of how to assist customers in obtaining information from their supplier about billing, disputes, and complaints.

NextEra Energy Services' Chief Officers:

Brian Landrum, President  
Richard Cribbs, Chief Financial Officer  
Melissa Plotsky, Secretary  
W. Scott Seeley, Assistant Secretary  
Kathy A. Beilhart, Vice President and Treasurer  
Kenneth Matula, Vice President  
Paul I. Cutler, Vice President  
Michael O'Sullivan, Vice President

Resumes are included for the following officers directly responsible for operations:

Brian Landrum, President  
Kenneth Matula, Vice President of Mass Markets  
Scott McDonald, Vice President of Sales



**BRIAN LANDRUM**

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**EXECUTIVE PROFILE**

Executive with extensive leadership background in the energy, technology and consulting industries and a long, distinguished track record of delivering distinctive operating and financial results. Led in creating high-performing culture across functions and in hiring and development of current and future leaders. Unique ability to develop broad-based strategies and identify key financial/operating levers, then work directly with front-line teams to implement the most impactful performance improvements. Significant leadership roles in strategy, commercial operations in natural gas and power, business development, generation asset portfolio management, government and regulatory affairs, investor and media relations. Proven competencies and expertise in:

- ▣ Leadership with Strategic Vision
- ▣ Driving Performance and Integrity Culture
- ▣ Turnaround Management
- ▣ Energy Efficiency and Demand Response
- ▣ Asset Portfolio and Commodity Management
- ▣ Human Capital Development

**PROFESSIONAL EXPERIENCE**

**CALERA CORPORATION**, Los Gatos, California  
**Chief Business Officer**

**2010**

Leading business development and strategy for start-up carbon capture and sequestration company. Company technology captures CO<sub>2</sub> directly from flue gas from fossil fuel burning sources and converts and stores the carbon in stable building materials such as cement. Creating the business model and building partnerships with CO<sub>2</sub> emitters, technology partners, and the building materials markets.

**RELIANT ENERGY, INC.**, (now RRI Energy), Houston, Texas  
**Chief Operating Officer**, 2007 to 2009

**1999 to 2009**

Entrusted with full P&L responsibility for Wholesale generation and Retail electricity business units with \$12.5 billion in revenue and over 3,800 employees. In partnership with CEO and leadership team, shaped corporate strategy, optimized asset portfolio, and set company policies.

**Executive Vice President, Operations**, 2006 to 2007

Directed Wholesale and Retail electricity business units with full P&L responsibility. Played key role in defining new company strategy presented at March 2007 investor conference.

- Launched key wholesale initiative that redefined company culture. Team delivered over \$1 billion in NPV months ahead of schedule by focusing efforts at the intersection of plant operations, commercial operations, and regulatory/legislative functions.
- Delivered Wholesale generation results that met or beat expectations since 4<sup>th</sup> quarter 2005. Improved plant availability and cost of operations to top quartile levels by 2008. Increased contribution margin from commodity management in gas transportation and storage, coal procurement, emissions credits, and capacity markets.
- Played significant role in shaping the generation portfolio strategy in light of potential changes in emissions regulation, competitive market rules, and climate change legislation
- Motivated retail team to achieve industry leading results, with over \$500mm in contribution margin in both 2006 and 2007, in a highly competitive environment. Successfully grew Retail business by expanding into new commercial and industrial retail markets outside of Texas.

**BRIAN LANDRUM**  
Page 2

**Senior Vice President, Commercial & Retail Operations and Information Technology, 2004 to 2005**

Drove high level of performance and engendered an associated culture of excellence in performance that proved instrumental in company turnaround after a near bankruptcy in 2002/3.

- Lowered cost by \$80mm (close to 40%), reduced process cycle times and enhanced quality, improved customer service levels and satisfaction, and raised employee retention and survey results.
- Assumed incremental responsibility for Wholesale Commercial operations in Feb. 2005, which included all hedging, transmission basis, fuel procurement, gas management, and plant dispatch and scheduling.
- Led and gained business unit buy-in for strategy reset after exiting proprietary trading.

**President, Reliant Energy Retail Services, 2003 to 2004**

Held overall P&L responsibility for >\$3 billion residential and small commercial segments, as well Retail Customer Operations.

- Achieved unprecedented customer growth and increased margins.

**Senior Vice President, Retail Customer Operations, 2001 to 2003**

Oversaw operations required for successful opening and stabilization of the ERCOT competitive retail electricity market.

- Built IT solution, cross-functional processes, and relationships with external service providers that led to Reliant leadership.

**Vice President, Internet and e-Commerce, 1999 to 2001**

Laid foundation for Reliant's on-line presence for next decade.

- Founding and board member of Pantellos, provider of e-supply chain solutions through an e-marketplace to the utility industry.

**COMPAQ COMPUTER CORPORATION, (acquired by HP in 2002), Houston, TX 1996 to 1999**

**General Manager, Worldwide Commercial Displays**

Responsible for \$1.5 billion P&L. Led team in business turnaround over 3 quarters from -66% to 125+% ROIC. Held additional roles in strategy, new technology evaluation, and internet services.

**MCKINSEY & COMPANY, INC., Houston, Texas**

**1991 to 1996**

**Senior Engagement Manager, Texas Office**

Led various engagements in energy and technology in U.S. and Mexico.

**ANDERSEN CONSULTING, (now Accenture), San Francisco, California**

**1984 to 1989**

**Manager, Consulting**

Served on projects in telecommunications, personnel services, and financial institutions in the U.S. and Europe. Played key role in the development and launch of the world's first fully electronic financial options and futures exchange in Switzerland and Germany (now known as Eurex).

**BOARD MEMBERSHIPS**

Rebuilding Together Houston (current)  
Central Houston, Inc.  
Electric Power Supply Association

**EDUCATION**

UNIVERSITY OF CHICAGO, Chicago, Illinois  
MBA, Masters of Business Administration; Finance, International Business, 1991

STANFORD UNIVERSITY, Palo Alto, California  
BS, Bachelor of Science, Industrial Engineering, 1984

## **KENNETH J. MATULA**

### **CAREER SUMMARY**

Creative, confident and high performing executive leader with 18 plus year's competitive retail energy experience, building new markets, driving revenue growth, and improving market positioning. Successful in start-up, turn around and high growth markets across diverse business segments. Major strengths include:

- Executive Leadership    Operations & Systems
- Business Strategy & Planning    Business Transformation & Culture
- New Market Development    Channel Development
- Business Partnering & Alliances    Customer Experience

### **PROFESSIONAL EXPERIENCE**

**CONSTELLATION ENERGY, Houston, Texas 2004-2013**

#### **Senior Vice President – Mass Markets Segment (2010- Present)**

Responsible for leading the Mass Market business segment for North America focusing on residential and small commercial customers. Manage all aspects of the day to day business including P&L responsibility, strategic & financial planning, sales, marketing, pricing & forecasting, business reporting & analytics and operational aspects of the business.

- Started the company's first mass market business in 2010 and grew it into the 7<sup>th</sup> largest national mass market business within the retail energy segment with over 1M residential and 100K small commercial customers.
- Built business model and capabilities to support business growth in 16 different states in 60 electric & natural gas markets including business & financial analytics, sales capabilities, marketing, branding and front office operations & systems.
- Implemented integrated campaign management structure with specific strategies focused on residential and small commercial acquisition, retention and lifecycle management. Included customer segmentation, offer development, product positioning, sales channel strategy, and campaign performance & analytics
- Commercial lead for the mergers & acquisitions due diligence team that successfully completed the acquisitions of MX Energy and StarTex Power.
- Led the business integration including platform integration, organization realignment, real estate, data warehouse migration realizing business synergies of \$30M.

#### **Senior Vice President – Commercial & Industrial Business Segment (2008-2010)**

Responsible for leading the commercial and industrial business segment for the retail business. Duties included P&L responsibility, strategic & financial planning, sales, marketing and sales support.

- Took on additional responsibility for leading the company's underperforming commercial and industrial segment successfully turning around the business performance by achieving 110% of plan in 2008, 120% of plan for 2009 and 115% of plan for 2010.
- Developed and implemented sales and sales management training programs resulting in improved sales performance and sales management effectiveness. Sales training program later adopted as the model across the entire retail business.

- Developed and implemented alternative sales channel strategy decreasing cost of acquisition and retention, while increasing customer satisfaction and sales force effectiveness.
- Site leader for Houston based retail operations and employees responsible for business continuity, office, office management, site meetings, and employee & community events

**Vice President – Small & Medium Business Segment (2007-2010)**

Responsible for leading the small & medium business segment for the retail business. Duties included P&L responsibility, strategic & financial planning, sales, marketing, and operations.

- Developed and implemented the company's national business strategy for expanding the small & medium business segment for the retail business achieving 102% of plan for 2007, 115% of plan for 2008, and 105% of plan for 2009.
- Successfully developed and implemented new sales channels (telesales, inside sales, direct sales) and marketing capabilities to support customer acquisition, retention and cross/upsell activities. Included vendor contract negotiations & onboarding, sales training, sale coaching, sales reporting & performance metrics, and sales operations
- Implemented new transactional web based sales and customer care model including daily pricing matrixes, automated credit checks, paperless contracts, and customer self service portal.
- Retail commercial lead for \$250M company sponsored Siebel CRM project responsible for defining the business and platform requirements to support retail sales and marketing functions.

**Director – Small & Medium Business Segment (2005-2006)**

Responsible for leading the small & medium business segment for the Texas retail business. Duties included strategic & financial planning, sales, marketing and sales operations.

- Developed and implemented the company's small & medium business strategy for the Texas market achieving 110% of plan for 2005 and 125% of plan for 2006

**Senior Business Development Manager – Commercial & Industrial Segment (2004-2005)**

Responsible for business development targeting commercial & industrial customers in the Texas. Duties included prospecting, pipeline management, product & risk management strategies, presentations, contract negotiations, and account management.

- Came to Constellation as an individual contributor and exceeded sales quota for 2005 (103%) & 2006 (120%).
- Key accounts included McDonalds, Texas Medical Center, Enterprise Products, Anadarko, and Praxair

**RELIANT ENERGY, INC., Houston, Texas 1996 -2004**

**Director Business Development (2001-2004)**

Responsible for leading the business services sales team targeting commercial business segment for Texas. Duties include developing & implementing direct sales & marketing strategy for the Texas retail electric market. Drove market development, product positioning, and sales execution strategies and tactics, risk management, legal, operations, credit, marketing communications.

- Created, trained and managed direct sales teams consisting of seven regional sales offices and 65 direct sales representatives and support staff targeting the TXU, CPL, WTU, and TNP utilities in ERCOT.
- Responsible for managing the CNP PTB account base with a designated account management group.

**EXHIBIT 8: Technical Fitness**  
**Usource, LLC**  
**Electric Broker/Marketer License Application**

Group was responsible for working with high value customers through retention based activities, crossing selling non-commodity products & services, and providing differentiated levels of customer service.

- Responsible for managing sales channel for aggregators and brokers. Negotiated strategic agreements between Reliant Energy and third-party aggregator & brokers to sell energy products to end-use business customers, developed operational process & procedures, and sales tracking.

**Manager - Strategic Planning & Development (1999-2000)**

- Coordinated the sell of external customer book of business & physical assets which included operational transfer & enrollment of transitioned customer accounts, development & execution of customer communication program, and book of business valuation.
- Member of the team responsible for the development and implementation of sales & marketing plan for Texas Retail Pilot Program.
- Managed direct & indirect third party vendors (telemarketing, D2D, channel partners).

Responsibilities included vendor contract negotiations, sales training, sale coaching, sales reporting & performance metrics, and sales operations.

- Member of the PUCT Pilot Implementation Committee responsible for the Texas Retail Pilot Program structure and regulatory guidelines.

**Manager - Commercial & Industrial Sales (1996-1999)**

- Developed, trained and managed direct sales team consisting of 15 sales representatives targeting out of state deregulated electric and natural gas utilities. Deregulated energy markets included natural gas & electric utilities in Ohio, New Jersey, New York, Pennsylvania, Connecticut, Rhode Island, California and Georgia.
- Sales teams targeted medium to large commercial and industrial customer segment selling semi-configured and customized energy products and services.
- Developed sales training materials & trained sales staff on commodity products & services, utility rate & tariff analysis, telephone selling skills & techniques, and competitive selling strategies.
- From 1996 through 1999, the direct sales team rank number 1 out 5 regional offices, accounting for over 58% of the deal closures and 52% of the booked & term gross margin for the department.

**EDUCATION**

TEXAS STATE UNIVERSITY, San Marcos, Texas  
Bachelor of Business Administration – Finance 1991

**AFFILIATIONS**

National Energy Marketer's Association (NEM)  
Gulf Coast Power Association (GCPA)  
Customer Experience Professionals Association (CXPA)  
Candelighters Childhood Family Alliance – Board Member  
Marnie Rose Foundation – Advisory Board

**SCOTT C. MACDONALD****Senior Executive – Energy, Utilities, Financial Services**

Established track record developing and executing market growth strategies in the energy industry. Senior finance executive in Fortune 500 Company. Management Consulting.

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**Core Competencies**


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**P&L LEADERSHIP**

- Started and built one of largest home services businesses in the U.S. utility channel.
- Lead strategy and operations for a premier commercial & industrial energy broker/consultant.

**STRATEGY**

- Developed and executed market growth, corporate portfolio, new business, M&A, and operational excellence strategies as a P&L leader, senior strategy executive, and management consultant.

**LEADERSHIP DEVELOPMENT**

- Developed leaders to enable business growth. Implemented coaching, talent review, succession planning, performance management processes.

**FINANCIAL PLANNING AND MANAGEMENT**

- Developed and led processes to coordinate strategy, capital allocation, budgeting, and performance management in three successively larger organizations.

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**Career Chronology**


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<b>USOURCE, LLC</b> Hampton, NH	
Managing Director	05/14 – present
COO	08/13 – 04/14
<b>NISOURCE RETAIL SERVICES, INC.</b> , Portsmouth, NH	11/03 – 04/13
President	
<b>NISOURCE INC.</b> , Merrillville, IN	
Vice President, Corporate Planning	03/02 – 11/03
Vice President, Finance, Energy Distribution Group	11/00 – 03/02
<b>BAY STATE GAS COMPANY</b> , Westborough, MA	
Vice President, Finance and Strategy, Treasurer	12/99 - 10/00
Senior Director, Strategy & Finance	03/99 - 11/99
Director, Energy Ventures	03/97 - 03/99
Project Director, Energy Ventures	11/96 - 02/97
<b>ARTHUR D. LITTLE, INC.</b> , Cambridge, MA	
Manager, Management Consulting – Energy Practice	06/95 - 11/96
Consultant, Management Consulting - Energy Practice	05/94 - 06/95

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**Education**


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MIT Sloan School of Management, MS Management, 1994  
 University of New Hampshire, BA Economics, 1990

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**Career Highlights**


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**USOURCE, LLC**

EXHIBIT 8: Technical Fitness  
Usource, LLC  
Electric Broker/Marketer License Application

**Managing Director, Hampton, NH**

**05/14-present**

Chief executive of broker/consultant business providing customized energy procurement services to medium and large commercial and industrial clients across the U.S.

- Achieved 60% increase in booked revenues and 26% increase in EBITDA over 3 years.
- Restructured sales and marketing to improve ROI of new business development. Implemented channel partner program. Brought marketing in-house and implemented web based lead nurturing.
- Implemented client management strategy including deploying cloud-based energy reporting system for large clients.
- Developed and executed alliance agreements with strategic service partners in energy management services (energy efficiency, solar, CHP, demand response)
- Implemented operation processes and performance management structure. Increased employee engagement scores from 78% to 83% in 3 years.

**NISOURCE, INC.**

**President, NiSource Retail Services, Inc., Portsmouth, NH**

**11/03-04/13**

**Vice President, Retail Services**

General management responsibility for the NiSource Retail Services and NiSource's natural gas marketing businesses with several million dollars in annual revenue in three business lines: home service plans, appliance leasing and retail natural gas marketing.

- Built the NiSource Retail Services business into one of the largest home service plan and leasing service providers in the U.S. utility market channel. Grew to half million policies and EBIT of \$15 million. Sold the business for \$120 million.
- Implemented a direct marketing strategy, organization and process to continuously test and refine consumer marketing to improve response, ROI and increase marketing opportunities. Developed and launched new services for cross-sell and up-sell to increase value per customer. Increased marketing budget from \$1 million to \$4 million, funding the increase in marketing expenditures through growing revenues while maintaining year over year EBIT growth.
- Built a scalable, growth platform balancing internal employee/organization development with outsource services to efficiently grow the business. Implemented talent review, succession planning and performance management processes to develop employees. Developed proprietary systems and processes to enable effective delivery of contractor based services. Implemented Net Promoter Score methodology to enhance customer satisfaction. Negotiated outsourcing arrangements for after-hours and overflow work with third party providers to ensure cost-effective scalability.
- Developed enhanced risk management procedures and policies to improve hedging process of the fixed gas price and bill programs. Delivered \$49 million in gross margins from the programs over nine years.
- In 2010, took on leadership of EnergyUSA-TPC, the commercial and industrial gas marketing operation of NiSource with over \$600 million of annual revenue, and charged with effectively winding down the business operation. Negotiated, restructured, settled fixed price contract disputes to accommodate customer transitions. Established an outsourcing arrangement to support on-going supply requirements with reduced operating costs. Developed and evaluated divestitures opportunities.

**Vice President, Corporate Planning, Merrillville, IN**

**03/02-11/03**

Led Corporate Planning group for a \$7 billion energy holding company reporting to the NiSource CFO.

Developed, implemented and led new corporate planning processes including portfolio evaluation, capital allocation, budgeting, and performance measurement. Supported Corporate M&A activity.

- Developed Corporate Planning process linking strategic portfolio objectives with financial plan setting and operational performance management. Supported newly created COO position by integrating planning processes across formerly decentralized business units.
- Developed and executed Portfolio Evaluation process to review business unit performance, evaluate long range financial plans, and set objectives and targets. Evaluated changes in portfolio to better achieve overall Corporate goals. Facilitated monthly strategic discussion with CEO and his executive team.
- Developed Corporate Scorecard designed to measure key financial and operational performance indicators. Established and facilitated performance management process for COO and CFO involving monthly Profit Planning meetings with operating groups to review measures and take action.
- Supported Corporate M&A activities. Developed financial plans and valuations, evaluated synergy opportunities, performed due diligence.



EXHIBIT 8: Technical Fitness  
Usource, LLC  
Electric Broker/Marketer License Application

***Vice President, Finance, Energy Distribution Group, Merrillville, IN***

***11/00-03/02***

Led Finance organization for \$3 billion natural gas utility group consisting of 10 distribution companies across 9 states with 3.5 million customers. Reported to Group President.

- Evaluated performance of distribution companies and scoped productivity improvement opportunities. Facilitated leadership team in strategy development leading to strategic focus on operational excellence.
- Directed meter-to-cash team. Developed performance management framework to align field, call centers, and revenue recovery to manage resources to optimize cost. Assumed operational responsibility for billing and collections. Write-off/revenue dropped from 1.19% in 2001 to 0.86% in 2002.

**BAY STATE GAS COMPANY, Westborough, MA**

***Vice President, Finance and Strategy, Treasurer***

***12/99-10/00***

***Senior Director, Strategy & Finance***

***03/99-11/99***

***Director, Energy Ventures***

***03/97-03/99***

***Project Director, Energy Ventures***

***11/96-02/97***

Led Finance and Strategy organizations for a \$400 million natural gas utility reporting to President.

- Implemented enhanced budgeting process and directed \$10 million (10%) in operating cost savings.
- Developed M&A strategy for New England and led effort to evaluate targets. Organized and led due diligence teams. Coordinated efforts with investment bankers.
- Developed strategy for the company's service business, including refocusing on the most profitable services and setting up organization and reporting structure that would enable accountability for results. The service business EBIT contribution went from break-even in 1999 to \$1.6 million in 2002.
- Managed the company's investment in the development of the \$350 million Portland Natural Gas Transmission System (PNGTS), including representing the company's interest on the PNGTS Management Committee. Negotiated and closed sale of one half of original partnership interest.
- Led project to develop and execute a strategy to implement interim emergency gas supply measures to maintain delivery of service under impending termination of a leased pipeline that was a critical supply source to the company's northern division in NH and ME. Reported monthly to ad hoc committee of Board of Directors. Led multi-disciplined team to set up tactical supply plan measures.

**ARTHUR D. LITTLE, INC., Cambridge, MA**

***Manager, Energy Practice***

***06/95-11/96***

***Consultant, Energy Practice***

***05/94-06/95***

- Developed strategy and business plan for implementing a retail gas marketing subsidiary. Analyzed retail gas marketing competition on the east coast and screened attractive acquisition candidates. Developed detailed financial pro formas for the new business.
- Led and facilitated client team in developing wholesale marketing strategy and business plan for an east coast electric utility. Developed marketing strategy, alliance and acquisition strategy, and financials.
- Developed market study for financing of major LNG project demonstrating price effectiveness of new spot market pricing dynamics

**OTHER RELEVANT EXPERIENCE**

- **J. MAKOWSKI ASSOCIATES, INC., *Consultant part-time, 93-94***
- **DRI/MCGRAW-HILL, *Associate Economist, Energy Group, 90-92***
- **UNIVERSITY OF NEW HAMPSHIRE ALUMNI ASSOCIATION, *Board of Directors, 00-06***

# Exhibit 12

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SEP - 9 2019

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**EXHIBIT 12: Proofs of Publications**  
Usource, LLC  
Electric Broker/Marketer License Application

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**Enclosed are the Proof of Publications on behalf of Usource, LLC from the following Newspapers:**

- Erie Times-News
- Harrisburg Patriot-News
- Philadelphia Daily News
- Pittsburgh Post-Gazette
- Scranton Times-Tribune
- Williamsport Sun-Gazette
- Johnstown Tribune-Democrat

**\*\*\*The original proofs of publication are included with the Natural Gas Broker/Marketer License Application of Usource, LLC which is being filed simultaneously with this application**

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SEP - 9 2019

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

PROOF OF PUBLICATION  
In  
THE ERIE TIMES-NEWS  
COMBINATION EDITION

Gexa Energy  
20455 State Highway 249 Suite 200  
Houston TX 77070

REFERENCE: 83012 370789  
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: 07/18/19

TOTAL COST: \$610.00 AD SPACE: 0 Lines

FILED ON: 07/18/19

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SEP 11 2019

SEP - 9 2019

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE

Applications of USource, L.L.C. For Approval To Offer, Render, or Furnish Services as a Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply To The Public In The Commonwealth Of Pennsylvania.

USource, L.L.C. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. USource, L.L.C. will also be filing an application with the PUC for a license to supply electricity services as a broker/marketer engaged in the business of supplying electricity. USource, L.L.C. proposes to sell electricity, natural gas, and related services in Citizen's Electric, Duquesne, Met Ed, PECO, Penelec, Penn Power, Pike, PPL, UGI Wellsboro, West Penn, Columbia Gas, National Fuel Gas, Peoples - Equitable, Peoples Natural Gas, Peoples Gas Company, Peoples, Gas Works, UGI Utilities - Gas Division and Valley Energy, under the provisions of the new Natural Gas Choice and Competition Act and the 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 USource, L.L.C. 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 USource, L.L.C. attorney at the address listed below.

By and through Counsel: Attorney's Name

**Derek Rykaczewski**  
1 Liberty Lane East  
Suite 200  
Hampton, NH 03842  
603.294.5017  
603.918.4057

Sworn to and subscribed before me this 27th day of August 2019

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



The Patriot News
LEGAL AFFIDAVIT

AD#: 0009252512

Commonwealth of Pennsylvania,) ss
County of Cumberland)

Victoria Soto 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 07/23/2019

Victoria Soto (handwritten signature)

Principal Clerk of the Publisher

Sworn to and subscribed before me this 24th day of July 2019

Crystal B. Rosensteel (handwritten signature)

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

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USource L.L.C. proposes to sell electricity, natural gas, and related services in Citizen's Electric, Duquesne, Met Ed, PECO, Pensac, Penn Power, Piko, PPL, UGI Wellsboro, West Penn, Columbia Gas, National Fuel Gas, Peoples - Equifable, Peoples Natural Gas, Peoples Gas Company, Peoples Gas Works, UGI Utilities - Gas Division and Valley Energy, under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act.

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By and through Counsel:
Attorney's Name
Derek Rykaczewski
1 Liberty Lane East
Suite 200
Hampton, NH 03842
603.294.5017
603.918.4057

RECEIVED (handwritten stamp)

SEP - 9 2019 (handwritten date)

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU (stamped text)

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:

July 19, 2019

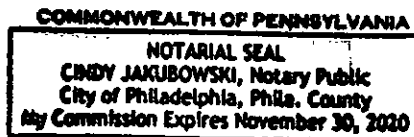
Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to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



Sworn to and subscribed before me this 19th, day of  
July, 2019.

  
Notary Public

My Commission Expires:



Copy of Notice of Publication

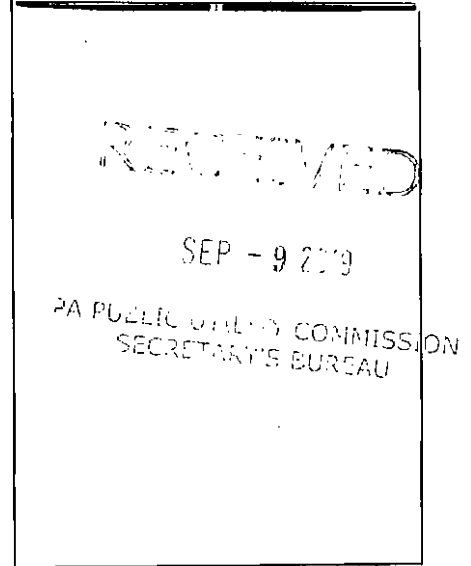
**PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
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Applications of **USource, L.L.C.** For Approval To Offer, Render, or Furnish Services as a Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply To The 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 **USource, L.L.C.** 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 **USource, L.L.C.** attorney at the address listed below.

By and through Counsel: Attorney's Name  
Derek Rykaczewski  
1 Liberty Lane East  
Suite 200  
Hampton, NH 03842  
603.294.5917  
603.918.4057



### 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

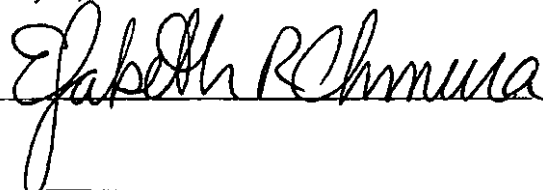
Commonwealth of Pennsylvania, County of Allegheny, ss D. Rullo, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette 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:

#### 22 of July, 2019

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:  
July 22, 2019

  
\_\_\_\_\_  
Elizabeth R. Chmura

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

SEP - 9 2019  
RECEIVED

#### STATEMENT OF ADVERTISING COSTS

USource, LLC  
20455 State Highway 249, Suite 2  
Houston Texas 77070

To PG Publishing Company


Total ----- \$511.50

#### 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 Swency 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. Arbetina

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  
Applications of USource, LLC. For Approval To Offer, Render, or Furnish Services as a Market/Broker Engaged in The Business Of Supplying Natural Gas Supply Services and Electricity Supply To The Public in The Commonwealth Of Pennsylvania.  
USource, LLC. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. USource LLC. will also be filing an application with the PUC for a license to supply electricity services as a broker/marketer engaged in the business of supplying electricity. USource LLC. proposes to sell electricity, natural gas, and related services in Citizen's Electric, Duquesne, Met Ed, PECO, Penelec, Penn Power, Pike, PPL, UGI Wellsboro, West Penn, Columbia Gas, National Fuel Gas, Peoples - Equitable, Peoples Natural Gas, Peoples Gas Company, Peoples Gas Works, UGI Utilities - Gas Division and Valley Energy, under the provisions of the new Natural Gas Choice and Competition Act and the 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 USource, LLC. 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 USource, LLC. attorney at the address listed below.

By and through Counsel:  
Attorney's Name  
Derek Rylkaczewski  
1 Liberty Lane East  
Suite 200  
Hampton, NH 03842  
603.294.5017  
603.918.4057

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

GEXA ENERGY  
PAULA WILLIAMS  
20455 STATE HIGHWAY 249, SUITE HOUSTON TX 7707

Account # 602623  
Order # 82357773  
Ad Price: 301.20

LEGAL NOTICE PENNSYLVANIA

Ann Marie Fortese

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

07/18/2019

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

Sworn and subscribed to before me  
this 18th day of July A.D., 2019

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  
SEP - 9 2019  
PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

LEGAL NOTICE

**PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE**  
Applications of **USource, L.L.C.** For Approval To Offer, Render, or Furnish Services as a **Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply 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 **USource, L.L.C.** 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 **USource, L.L.C.** attorney at the address listed below.

By and through Counsel:  
**Derek Rykaczewski**  
1 Liberty Lane East  
Suite 200  
Hampton, NH 03842  
603.294.5017  
603.918.4057



RECEIVED

SEP - 9 2019

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

PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU

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:

July 19, 2019

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 Applications of USource, L.L.C. For Approval To Offer, Render, or Furnish Services as a Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply To The Public In The Commonwealth Of Pennsylvania. USource, L.L.C. will be filing an application with the Pennsylvania Public Utility Commission (PUC) for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. USource L.L.C. will also be filing an application with the PUC for a license to supply electricity services as a broker/marketer engaged in the business of supplying electricity. USource L.L.C. proposes to sell electricity, natural gas, and related services in Citizen's Electric, Duquesne, Met Ed, PECO, Penelec, Penn Power, Pike, PPL, UGI Wellsboro, West Penn, Columbia Gas, National Fuel Gas,

Peoples - Equitable, Peoples Natural Gas, Peoples Gas Company, Peoples Gas Works, UGI Utilities Gas Division and Valley Energy, under the provisions of the new Natural Gas Choice and Competition Act and the 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 USource, L.L.C. 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 USource, L.L.C. attorney at the address listed below. By and through Counsel: Attorney's Name Derek Pylkaczewski 1 Liberty Lane East Suite 200 Hampton, NH 03842 603.294.5017 603.918.4057

[Signature] SUN-GAZETTE LLC

Sworn to and subscribed before me

The 26th day of July 2019

[Signature] BETH A MILLER

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.....\$ 296.56 Probated same.....\$ Total.....\$ 296.56

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.

COMMONWEALTH OF PENNSYLVANIA }  
 County of Cambria } SS

**PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE**

Applications of **USource, L.L.C.** For Approval To Offer, Render, or Furnish Services as a **Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply To The Public In The Commonwealth Of Pennsylvania.**

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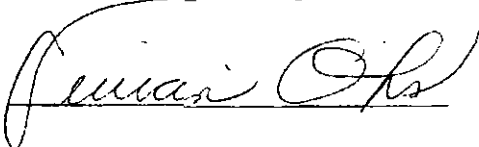
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **USource, L.L.C.** may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to **USource, L.L.C.** attorney at the address listed below.

By and through Counsel: Attorney's Name  
**Derek Rykaczewski**  
 1 Liberty Lane East  
 Suite 200  
 Hampton, NH 03842  
 803.294.5017  
 603.918.4057

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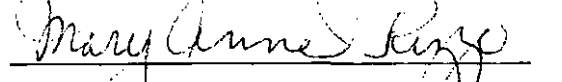
Signed :  
 31st day

by Mary Anne Rizzo making the statement.



On this 31st day of July A.D. 2019, before me, the subscriber, a Notary Public in and for said County and State, personally appeared **Mary Anne Rizzo**, who being duly sworn according to law, deposes and says as **Advertising Director 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 'A', on July 19, 2019; and that the Affiant is not interested in that all of the allegations as to time, place and character of

  
**STATEMENT OF ADVERTISING COSTS**

0.00 Lines @ \$2.50 per line	0.00
8 Inches @ \$25.00 per inch	200.00
Notary Fee	5.00
Clerical Fee	2.50
<b>Total Cost</b>	<b>207.50</b>

Commonwealth of Pennsylvania - Notary Seal  
 Vivlan 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 \_\_\_\_\_  
 SECRETARY'S BUREAU  
 PA PUC

2019 SEP -9 PM 1:48

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