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October 3, 2019

VIA HAND DELIVERY

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

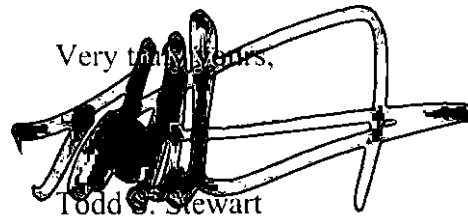
RE: Application of EMEX, LLC;
Docket No. A-2019-_____
Electricity Supply Service Application

Dear Secretary Chiavetta:

Enclosed for filing with the Commission is the electric generation supplier ("EGS") application of EMEX, LLC ("EMEX"). EMEX is seeking approval to provide electricity supply services as a broker throughout the Commonwealth of Pennsylvania. Also enclosed is a check in the amount of \$350.00 to cover the filing fee. One of the filing requirements is the proof of publication in certain specified newspapers through out Pennsylvania. The notices are scheduled to be published and the proofs will be submitted when they are received. Copies of this application have been served as indicated on the attached Certificate of Service.

Thank you for your attention to this matter. Please contact this office at the above-listed number with any questions you may have.

Very truly yours,



Todd S. Stewart
Counsel to EMEX, LLC

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Enclosures
PA PHOENIX
SECRETARY'S BUREAU
FRONT DESK

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of EMEX, LLC, d/b/a _____, for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) [as specified in item #4b below] 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:

EMEX, LLC
11011 Richmond Avenue, Suite 500
Houston, TX 77042
www.emexllc.com
(713) 521-9797

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

Registered agent address:

Capitol Corporate Services, Inc.
125 Locust Street
Harrisburg, PA 17101
Telephone: (800) 345-4647
Fax: (800) 432-3622

RECEIVED

OCT 03 2019

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

- 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.

Kevin R. McAlpin
Vice President and General Counsel
11011 Richmond Avenue, Suite 500
Houston, TX 77042
(713) 521-9797 ext. 507
Mcalpin.k@emexllc.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.

Todd S. Stewart
100 North Tenth Street
Harrisburg, PA 17101
Telephone: (717) 236-1300
Fax: (717) 236-4841
tsstewart@hmslegal.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 EGSSs.

Main Contact:

Kevin R. McAlpin
Vice President and General Counsel
11011 Richmond Avenue, Suite 500
Houston, TX 77042
(713) 521-9797 ext. 507
McAlpin.k@emexllc.com

Alternate Contact:

Troy Johnson
Director of Operations
11011 Richmond Avenue, Suite 500
Houston, TX 77042
(713) 521-9797 ext. 106
Johnson.t@emexllc.com

2. **BUSINESS ENTITY FILINGS AND REGISTRATION**

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

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

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

or

X The Applicant will not be using a fictitious name.

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

The Applicant is a sole proprietor.

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

or

The Applicant is a:

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

foreign limited liability limited partnership (15 Pa. C.S. §8211)

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.
- * If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

or

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):

Attached as Attachment 2.a.1 are the filings evidencing applicant's formation and continued existence as a Texas Limited Liability Company, also attached as Attachment 2.a.2 is the Certificate from the Pennsylvania Department of State

- Give name and address of officers.

Daniel Marzuola, President and CEO
Kevin McAlpin, Vice President and General Counsel
Kurt Keller, Chief Financial Officer
11011 Richmond Avenue, Suite 500
Houston, TX 77042

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.

EMEX, LLC has common ownership with Patriot Energy Group, Inc. Patriot Energy Group, Inc. is a licensed natural gas supplier with License # A-2015-2499633 and a licensed electric generation supplier (broker/marketer only) with license # A-2015-2497430.

- b. **PREDECESSORS:** Identify the predecessor(s) of the Applicant and provide the name(s) under which the Applicant has operated within the preceding five (5) years, including address, web address, and telephone number, if applicable. If the Applicant does not have any predecessors that have done business, explicitly state so.

Applicant has no predecessors; however, Applicant currently has a Petition for Reconsideration pending before the Commission with respect to the Commission's cancellation of EGS license # A-2010-3006865 for failure to furnish and maintain approved financial security. Applicant's Petition for Reconsideration is based upon the fact that Applicant has had the required bond in place throughout the relevant time period and did not respond to Commission's requests to provide the bond simply because Commission had addressed those requests to the wrong regulatory contact.

4. OPERATIONS

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

Definitions

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

The Applicant is presently doing business in Pennsylvania as a

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

Applicant is a broker/marketer in the business of supplying natural gas services under license # A-2013-2365773.

or

The Applicant is not presently doing business in Pennsylvania.

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

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

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

Applicant intends to provide brokerage services on behalf of its customers, acting as an intermediary between its customers and licensed electric generation suppliers. Applicant's brokerage services will utilize applicant's proprietary technology, including its reverse auction and back office software, to enhance its service to customers. In performing its broker/marketer services, Applicant will not take title to electric energy. Applicant's compensation for its services will be included in the ultimate electricity rate

negotiated on behalf of its clients and Applicant will be paid such fee from the electric generation supplier that receives a contract resulting from Applicant's efforts.

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

X 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
- X All of above (Except Mixed Meter)
- Other (Describe):

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

Applicant intends to actively market immediately upon Commission approval.

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.

None

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

None

- 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.

Applicant currently has a Petition for Reconsideration pending before the Commission with respect to the Commission's cancellation of EGS license # A-2010-3006865 for failure to furnish and maintain approved financial security. Applicant's Petition for Reconsideration is based upon the fact that Applicant has had the required bond in place throughout the relevant time period and did not respond to Commission's requests to provide the bond simply because Commission had addressed those requests to the wrong regulatory contact.

Applicant has no other relevant items to report.

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

The referenced Petition for Reconsideration is pending before the Commission (Docket # M-2019-3006865).

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

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

Harrisburg, PA 17120

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
1 UGI Drive
Denver, PA 17517

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

The ORIGINAL bond in place is currently on file with the Commission and was filed in connection with Applicant's Petition for Reconsideration (Docket # M-2019-3006865) referenced in Section 5c. above. A copy is attached here for reference as Attachment 7.a.1.

CRITICAL BONDING NOTES:

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

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

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

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

- 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.

Attached as CONFIDENTIAL Attachment 7.b.1 are Applicant's financial statements for 2018 and 2019.

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.

N/A

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

Applicant will be paid its fees by the electric generation suppliers that enter into contracts with Applicant's customers. Said fees will be included in the customer's electric supply rate.

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.

Kurt Keller
Chief Financial Officer
11011 Richmond Avenue, Suite 500
Houston, TX 77042
Telephone: (713) 521-9797 ext. 402
Fax: (713) 583-9519
Keller.k@emexllc.com

f. **TAXATION:** See the Complete the **TAX CERTIFICATION STATEMENT** attached as Appendix I to this application.

8. TECHNICAL FITNESS:

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

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

- Applicant's previous experience in the electricity industry.

On January 5, 2007, Applicant was formed as Southwest Energy Partners, LLC, a Texas limited liability company. On January 29, 2009, Applicant amended its name to EMEX, LLC. Applicant has four wholly-owned subsidiaries that are inactive at this time: Bidtron, LLC; Subastas de Energia, S.A de C.V. de R. L. (formed for anticipated operations in Mexico); and EMEX Canada Holdings, LLC, and EMEX Energy Canada, ULC (formed for anticipated operations in Canada).

Applicant operates web-based natural gas and electricity brokerage and reverse auction services, allowing commercial and residential customers to compare multiple price offerings from competing suppliers. This platform is a unique business resource that has created unsurpassed transparency and control of customer's costs. Applicant provides multiple products – fixed rates, variable rates and heat rates as well as analysis of market conditions and historical trends. Applicant's fully automated website and reverse auction platform simplifies the process for customers and provides the ability to easily switch to a lower cost natural gas and/or electricity provider online. Applicant provides all necessary logistics from beginning to end, including credit approvals and customer support throughout the length of a customer's contract. Applicant is a national leader in retail energy brokerage in all deregulated markets in the United States.

- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.

Applicant's web based electric (and gas) brokerage business operates similarly in every other state and jurisdiction in which it operates. Applicant holds the following licenses and registrations, as applicable.

Texas: On January 5, 2007, Applicant started doing business in Texas as a web-based electricity brokerage business (no license is required in Texas for electricity brokers). On December 5, 2012, Applicant was registered as an aggregator in Texas under number 80368. On September 1, 2019, Texas implemented a new requirement that electricity brokers be registered and Applicant has registered accordingly and received registration # BR190088.

Illinois: On September 9, 2010, the Illinois Commerce Commission granted Applicant a Certificate of Service Authority to operate as an agent, broker or consultant for electric and gas customers pursuant to order number 10-0455.

New Jersey: On October 5, 2010, the New Jersey Board of Public Utilities registered Applicant to be an Energy Agent and Energy Consultant under registration numbers EA-0083 and EC-0024. On November 9, 2011, the New Jersey Division of Local Government Services of the Department of Community Affairs approved Applicant as a vendor pursuant to the Local Unit Electronic Technology Pilot Program, P.L. 2001, c. 30, to offer its reverse auction platform for the purchase of energy generate services by local contracting units, waiver number EMEX LLC-1. On February 20, 2013, Applicant was registered to conduct business in the State of New Jersey as a Private Aggregator. Applicant is approved to provide both electric and natural gas services to both residential and commercial customers in New Jersey.

Maryland: On October 13, 2010, the Maryland Public Service Commission granted Applicant a license to provide electricity broker services under license reference number IR-2065. On May 1, 2013, the Applicant's license was amended to include acting as an aggregator of electricity. On July 17, 2013, the Maryland Public Service Commission granted Applicant a license to supply natural gas or natural gas supply services in Maryland under License Reference Number IR-3115.

Massachusetts: On January 24, 2011, The Commonwealth of Massachusetts Department of Public Utilities granted Applicant's Application an Electricity Broker license under license number EB-176. On July 26, 2013, the Commonwealth of Massachusetts Department of Public Utilities approved Applicant's application for a Gas Retail Agent under license number RA-101.

District of Columbia: On May 5, 2011, the Public Service Commission of the District of Columbia granted Applicant a license to function as an electricity supplier to operate as a broker of electricity in order number

16355. On July 18, 2013, the Public Service Commission of the District of Columbia granted Applicant a license to function as a natural gas supplier in the District of Columbia under Order No. 17189.

Ohio: On December 12, 2011, the Public Utilities Commission of Ohio certified Applicant as a Competitive Retail Electric Service Provider certificate number 11-414E (1) issued pursuant to case number 11-5707-EL-AGG to provide aggregation and power broker services. On June 21, 2013, the Public Utilities Commission of Ohio granted certificate number 13-309G(1) for Applicant to provide retail natural gas aggregator / broker services.

Delaware: Delaware granted Applicant's Electric Supplier Certificate Order No. 8147 on May 15, 2012.

Maine: On April 27, 2012, Maine granted Applicant's Application for License to operate as a Competitive Electricity Provider, Docket No. 2012-163.

New Hampshire: On June 29, 2012, New Hampshire approved Applicant's application to provide electric aggregation service.

New York: Applicant is registered to do business in New York. Brokers are not required to be licensed in that state.

Connecticut: Applicant is registered to do business in Connecticut. Brokers are not required to be licensed in that state.

Florida: Applicant is registered to do business in Florida. Brokers are not required to be licensed in that state.

Georgia: Applicant is registered to do business in Georgia. Brokers are not required to be licensed in that state.

Indiana: Applicant is registered to do business in Indiana. Brokers are not required to be licensed in that state.

Michigan: Applicant is registered to do business in Michigan. Brokers are not required to be licensed in that state.

- Type of customers and number of customers Applicant currently serves in other jurisdictions.

Applicant serves approximately 7,000 electricity and natural gas customers in its other deregulated markets. The breakdown of customer types is approximately 53% commercial, 33% government and non-profit, and 14% industrial.

- Staffing structure and numbers as well as employee training commitments.

Applicant has 39 full-time employees (including one contract IT position). The staff includes 3 executives, 14 salespersons, 7 pricing professionals, 6 information technology/programming personnel, 2 marketing employees, 4 finance employees, and one human resources professional, and 2 legal/regulatory employees.

- Business plans for operations within the Commonwealth.

Applicant intends to serve the electricity procurement needs of its customers through its easy-to-use, proprietary online platform focused on reducing the cost of electricity in real-time for customers. The EMEX platform enables customers to: (1) compare prices with a reverse auction platform and instant online pricing features; (2) receive automated custom quotes and historical analysis, (3) benefit from aggregation and the ability to offer executable contracts from over 125 national suppliers. Applicant's electricity and gas brokerage business allows customers to shop and contract directly with retail electricity and gas suppliers. Post-transaction, Applicant provides dedicated customer support and dispute resolution through its operations team, which ensures proper enrollment and serves as a liaison between the customer and the electric generation supplier that is awarded customer's business.

Applicant intends to market its services with its in-house sales staff, through other licensed broker/marketers who wish to avail themselves of Applicant's reverse auction platform, and/or extensive supplier network, and referral agents who provide customer leads and hand off the customer so that Applicant maintains full control over the electricity procurement process. This control allows Applicant to ensure that all procurements are conducted in compliance with applicable laws, regulations, and industry standards.

- 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.

N/A

- 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.

Applicant conducts extensive compliance training with its sales staff and monitors operations with its legal and regulatory staff. Applicant also monitors transactions involving its EGS-licensed broker-marketer partners to ensure compliance with all applicable laws and regulations. Furthermore, Applicant manages the entire marketing process for transactions referred by third party affiliates who do not hold EGS licenses in order to ensure that the actual marketing of energy is conducted in accordance with laws and regulations and to ensure that any customer is fully informed regarding and affirmatively approves of any transactions entered.

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.

Please see attached resumes for:

Daniel Marzuola, President and Chief Executive Officer (Attachment 8.e.1)

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

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

9. DISCLOSURE STATEMENTS:

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

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

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

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
- X 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.

X AGREED

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

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

X AGREED

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

X AGREED

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

X ACKNOWLEDGED

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

X AGREED

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

X AGREED

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

X AGREED

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

X AGREED

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

X AGREED

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

X PAYMENT ENCLOSED

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.

12. NEWSPAPER PUBLICATIONS

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

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

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

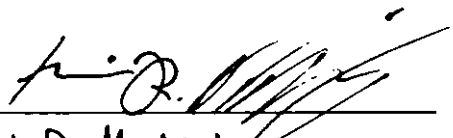
The only acceptable verification of this requirement is with Notarized Proofs of Publication, which may be requested from each newspaper and must be supplied with this application. Applicants do not need a docket number in their publication. Docket numbers will be issued when all criteria on the item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

Notice has been filed in each of the Newspapers identified as being required for statewide service and proof of publication will be provided when received.

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

(Example Publications are provided at Appendices K and L)

13. SIGNATURE

Applicant: 
 By: Kevin R. McAlpin
 Title: Vice President and General Counsel

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 SECRETARY'S BUREAU

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ATTACHMENT 2.A.1



Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$300

Filed in the Office of the
Secretary of State of Texas
Filing #: 800755392 01/05/2007
Document #: 156334560002
Image Generated Electronically
for Web Filing

**Certificate of Formation
Limited Liability Company**

Article 1 - Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Southwest Energy Partners, LLC

The name of the entity must contain the words "Limited Liability Company" or "Limited Company," or an accepted abbreviation of such terms. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 2 - Registered Agent and Registered Office

A. The initial registered agent is an organization (cannot be company named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

Todd M Segmond

C. The business address of the registered agent and the registered office address is:

Street Address:

32711 Whitburn Trail Fulshear TX 77441

Article 3 - Governing Authority

A. The limited liability company is to be managed by managers.

OR

B. The limited liability company will not have managers. Management of the company is reserved to the members. The names and addresses of the governing persons are set forth below:

Manager 1: **Todd M Segmond**

Title: **Manager**

Address: **32711 Whitburn Trail Fulshear TX, USA 77441**

Article 4 - Purpose

The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

Supplemental Provisions / Information

[The attached addendum, if any, is incorporated herein by reference.]

Organizer

The name and address of the organizer are set forth below.

Patrick O. Hayes **2900 Wesleyan, Ste. 375, Houston, TX 77027**

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

OR

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Patrick O. Hayes

Signature of Organizer

FILING OFFICE COPY

Form 424
(Revised 01/06)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: See Instructions



This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

JAN 29 2009

Certificate of Amendment

Corporations Section

Entity Information

The name of the filing entity is:

Southwest Energy Partners, LLC

State the name of the entity as currently shows in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- For-profit Corporation
- Nonprofit Corporation
- Cooperative Association
- Limited Liability Company
- Professional Corporation
- Professional Limited Liability Company
- Professional Association
- Limited Partnership

The file number issued to the filing entity by the secretary of state is: 800755392

The date of formation of the entity is: January 5, 2007

Amendments

1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

EMEX, LLC

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent

(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is:

Todd M Segmond
First Name M.I. Last Name Suffix

C. The business address of the registered agent and the registered office address is:

9894 Bissonnet, Suite 210 Houston TX 77036
Street Address (No P.O. Box) City State Zip Code

3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

Alter each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:
Article 3 is hereby amended to update Todd M. Segmond's, the Manager, address to:
9894 Bissonnet, Suite 210
Houston, TX 77036

Delete each of the provisions identified below from the certificate of formation.

Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.


Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
 - B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
 - C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
- The following event or fact will cause the document to take effect in the manner described below:
- _____
- _____

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 01/22/2009



 Managing Director

Signature and title of authorized person(s) (see instructions)



Office of the Secretary of State

Certificate of Fact

The undersigned, as Deputy Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for EMEX, LLC (file number 800755392), a Domestic Limited Liability Company (LLC), was filed in this office on January 05, 2007.

It is further certified that the entity status in Texas is in existence.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 16, 2019.



A handwritten signature in black ink, appearing to read "JE", with a long horizontal line extending to the right.

Jose A. Esparza
Deputy Secretary of State

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SECRETARY'S BUREAU

ATTACHMENT 2.A.2

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Application for Registration - Foreign

(15 Pa.C.S.)

- Registered Limited Liability General Partnership (§ 8211)
- Registered Limited Liability Limited Partnership (§ 8211)
- Limited Partnership (§ 8582)
- Limited Liability Company (§ 8981)

Name Patrick Hayes, Andrews Myers Coulter & Hayes, P.C.		
Address 3900 Essex Lane, Suite 800		
City Houston	State Texas	Zip Code 77027-5198

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



Commonwealth of Pennsylvania
APPLICATION FOR REGISTRATION 3 Page(s)



Fee: \$250

In compliance with the requirements of the applicable provisions (relating to registration), the undersigned, desiring to register to do business in this Commonwealth, hereby states that:

1. The name to be registered is:
EMEX, LLC

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/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is:

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:
Jurisdiction: TEXAS Date of Formation: 1/08/2007

4. The (a) address of its 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) Name of Commercial Registered Office Provider <u>C T Corporation System</u>				County <u>Philadelphia</u>

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:

9894 Bissonnet, Suite 210	Houston	Texas	77036
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:

Number and street	City	State	Zip
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6. For Restricted Professional Limited Liability Company Only. Strike out if inapplicable: The company is a restricted professional company organized to render the following professional service(s):

N/A

Limited Liability Partnership and Limited Partnership: Complete paragraphs 7 and 8

7. The name and business address of each general partner.

Name	Business Address
N/A	

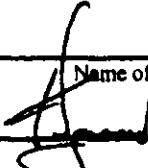
8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contribution is:

9894 Bissonnet Street, Suite 210	Houston	Texas	770036	United States
Number and street	City	State	Zip	County

The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer/member or manager thereof this

9th day of March, 2010

 EMEX LLC


Name of Partnership/Company

Signature

CEO

Title

PENNSYLVANIA DEPARTMENT OF STATE
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input checked="" type="checkbox"/> Return document by mail to: Capitol Corporate Services, Inc. Name PO Box 1831 Address Austin, TX 78767 City State Zip Code	Amendment of Foreign Registration NSCR-15.411  TML160418JF1480
<input type="checkbox"/> Return document by email to: _____	

Read all instructions prior to completing. This form ma

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 is:

EMEX, LLC

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 County

OR

(b) CT CORPORATION SYSTEM Philadelphia
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)

DSCB:15-413 - 2

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:

The association's new Commercial Registered Office Provider is hereby changed
to the following:

Capitol Corporate Services, Inc. Dauphin County

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 with 15 Pa.C.S. §§ 201-209 for use in Pennsylvania and a resolution from the association's governors adopting the name must be attached.

IN TESTIMONY WHEREOF, the undersigned association has caused this Amendment of Foreign Registration Statement to be signed by a duly authorized representative thereof this 4 day of April 2016.

EMEX, LLC

Name of Association

Amela Segman
Signature

Treasurer
Title

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ATTACHMENT 8.E.1

DANIEL E. MARZUOLA

Personal
5417 Lampasas
Houston, Texas 77056

Telephone: Office – 713-521-9797
Cell – 214-263-7201

Email Address:
marzuola@hotmail.com

Accomplished executive with twenty-eight years experience in the energy industry with proven ability to lead multidiscipline teams to develop and achieve company goals. Able to effectively communicate and participate at the Board, Executive and Senior Operating levels. An Engineer with broad experience in Sales, Marketing, Operations, and Process Management.

EMEX, LLC; October 2013 – Present

President

- EMEX is a leading technology firm that is revolutionizing how energy is bought and sold through its live reverse auction exchange. The Exchange creates a real-time trading environment that compels sellers to compete, resulting in prices dropping precipitously for businesses procuring energy.
- Responsible for all aspects of the company.

HUDSON ENERGY; May 2006 – September 2013

General Manager – United Kingdom Energy Operations

- Responsible for the full operational design and the implementation of a new energy supplier start-up in the United Kingdom.
- Designed and implemented new sales and support processes for residential, commercial, and industrial market entry into the United Kingdom along with further development within other deregulated markets in Europe.

Senior Vice President – North America Sales

- Responsible for multiple sales channels in the Large Commercial and Industrial market, Government market, and Middle and Small Commercial market.
- Designed and implemented new sales and support processes for entry into the Texas, Illinois, Pennsylvania, and Massachusetts market. Redesigned sales and support processes in US West Coast and Northeast markets, and Canadian markets.
- One of the primary architects of a patent energy portal.

DIRECT ENERGY; August 2003 – April 2006

Senior Director Business Market Sales - Texas

- Responsible for multiple sales channels for Large Commercial and Industrial, Mid-Market, and Small Commercial markets. In addition, responsible for a team of sales coordinators that support the business market sales personnel. Responsible for 4 Regions and over 65 employees within the Sales Department.
- Responsible for effectively working with Marketing, Risk Controls, Operations, and Finance to ensure success for Direct Energy in the ERCOT Market.
- Responsible for leading the negotiations and the close of the two largest government aggregation contracts for Direct Energy in North America. The contracts represented over \$100 million dollars in revenue per year, for two years.

Education

B.S. – Engineering Management,
Southern Methodist University, 1986

M.B.A. – Management, Amber
University, 1990

CAMP DRESSER & McKEE INC.; August 2002 – August 2003

Officer - CDM Energy Management, LLC

- Responsible for the start-up of a subsidiary energy management consulting company to the parent, Camp Dresser & McKee Inc.
- Developed and implemented multi-year business plans, and budget control.
- Work with both private and public sector clients to develop energy efficient and procurement strategies for their facilities.

TXU CORPORATION; 1988 - July 2002

Director Sales Alliance and Support

- Responsible for strategic sales alliances, analytical and data support, and new product development.
- Developed and coordinated an international partnership with Gaz de France to market and sell natural gas financial products in Mexico.
- Positioned the company to be the 2nd largest non-government marketer of natural gas financial products in Mexico to industrial clients.

General Manager, Mexico

- Responsible for successfully operating and growing an international business unit.
- Developed and maintained strategic relationships with customers, suppliers, government agencies, industry associations and industry leaders.
- Positioned the company to be the 2nd largest non-government marketer of natural gas financial products in Mexico to industrial clients.

Project Developer

- Responsible for analyzing and developing new international energy opportunities.
- Evaluated and analyzed the successful acquisition of an existing distribution company in Santiago, Chile and Monterrey, Mexico.

Director Government Issues

- Responsible for reviewing legislative issues affecting the corporation.
- Worked with corporate lobbyists, corporate officers, and business unit heads in reviewing state and federal legislation that affected the corporation.
- Monitored Texas State agencies for rules and regulations that affected the corporation's on-going business.

Engineer and Gas Supply Representative

- Responsible for economic analysis and preliminary design of the company's natural gas infrastructure.
- Analyzed and designed distribution and transmission networks.
- Responsible for securing natural gas supplies for the company's industrial market.

Highlights

- Directed a team of sales professionals that achieve over \$750,000,000 in annual sales revenues in 2009
- One of the principal architects of a proprietary energy sales portal
- Governor appointment to the Texas Interstate Oil and Gas Compact Commission
- Assisted on the Campaign to elect the Honorable Bill Blaydes to Dallas City Council

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

ATTACHMENT 8.E.2

Kevin R. McAlpin

EXPERIENCE:

EMEX, LLC, 2016 – present

Vice President & General Counsel

Serve as chief legal counsel for the company responsible for day-to-day legal issues facing the company, including regulatory compliance, contract negotiations on behalf of the company and its customers, and mergers and acquisitions and strategic partnership negotiations and analyses.

Walker Eisenbraun, LLC

Senior Attorney, 2012 – 2016

Served as legal counsel to a variety of companies ranging from emerging entities to Fortune 100 companies, advising on a wide range of corporate and business matters. In many cases, I served as the primary legal advisor or general counsel to client entities. Representative client market sectors included venture capital, oil and gas, retail electricity and natural gas, renewable energy, food service and distribution, insecticide, construction, and retail grocery imports and exports.

National Recognition: Selected as a 2015 BTI Client Service All-Star based on nominations, interviews, and surveys of nationwide corporate counsel conducted by BTI Consulting, Inc. of Wellesley, MA. BTI's analysis for The BTI Client Service All-Star Team draws on candid feedback from corporate counsel at the world's largest organizations. During BTI's interviews, general counsel identify and delineate the lawyers who drive superior client relationships. This award is the only attorney ranking driven solely by feedback from corporate counsel clients.

Just Energy, Inc.

Senior Corporate Counsel, 2010 – 2012

Served as the primary U.S. legal advisor to a Canadian-based retail electricity and natural gas provider, initially serving as the sole attorney working in the company's U.S. headquarters. Also served as the primary counsel to the company's commercial retail energy provider, Hudson Energy, and the company's solar energy solutions provider, Hudson Energy Solar. Duties included providing timely day-to-day legal advice, negotiating customer and vendor contracts and supply agreements, creating form agreements, advising on marketing materials, managing litigation, negotiating and drafting settlement agreements, making court appearances and appearances before regulatory bodies, and drafting and negotiating agreements relating to credit facilities and entity acquisitions.

Standard Renewable Energy (a division of GridPoint, Inc.)

Senior Counsel, 2009 – 2010

Served as in-house counsel primarily charged with the negotiation and development of commercial, governmental, and residential customer contracts, power purchase agreements, EPC contracts, vendor contracts, and structured and consumer financing arrangements. Served as primary attorney charged with dispute resolution and the management of litigation. Managed construction, electrical, and business licensing in all states in which the company operated. Coordinated the company's due diligence efforts in connection with private equity raises, including the acquisition of the company by GridPoint, Inc. Served as Assistant Corporate Secretary to the Board of Managers of the company prior to its acquisition by GridPoint, Inc.

Schwartz, Page & Harding, LLP, Houston, TX

Associate, 2006 – 2009

Served as general counsel and bond counsel to various special purpose local governments that provide for the financing and construction of water, sewer, drainage, and other development infrastructure. Represented clients in public law matters, enforcement actions before the Texas Commission on Environmental Quality and other agencies, contract negotiations and preparation, the administration of public meetings and public records, and regulatory compliance. Also worked with private developers to structure development agreements with cities and other local government entities for public participation in commercial, residential, and mixed-use developments, including the negotiation of contracts for the engineering and construction of large water and wastewater treatment plants and negotiating inter-district joint operating agreements.

Smith & Carson, Inc., Houston, TX

Vice President & Associate General Counsel, 2005 – 2006

Served as in-house counsel for a nationwide investigative consulting firm. Work focused on a variety of matters, including internal employment issues as well as issues involving potential or actual litigation. Maintained responsibility for drafting and negotiating employment agreements, master service agreements, task orders, change orders, and agreements for the leases of business equipment and commercial office space. Duties also included nationwide business development and client service.

Exxon Mobil Corporation, Houston, TX

Attorney, 2003 – 2005

Managed all aspects of a variety of cases in the Torts, Downstream Commercial, and Employment Litigation Dockets of the ExxonMobil Litigation Group, including taking and defending depositions, arguing motions in court, performing legal research, drafting settlement agreements and other similar contractual agreements, and assisting in trials.

Exxon Mobil Corporation, Houston, TX

Summer Associate, 2002

Served as a law clerk in support of various functional groups within the ExxonMobil Law Department, including groups supporting upstream and downstream operations, chemicals, and litigation. Duties included drafting legal memoranda and participating in the drafting and negotiation of production service agreements, pipeline contracts, oil and gas leases, etc.

PROFESSIONAL AFFILIATIONS:

Member, State Bar of Texas

Member, Young Professionals in Energy

Member, American Corporate Counsel Association

EDUCATION:

JD, University of Houston Law Center, Houston, TX June 2003

Honors: *Cum Laude* Top 17% of Graduating Class

Dean's Scholarship

MBA, University of Mississippi, Oxford, MS December 1995

Honors: *Summa Cum Laude* Graduated First in Class

Who's Who at Ole Miss

John N. Palmer Graduate Fellowship

BA, Modern Languages, The Citadel, Charleston, SC May 1991

Honors: *Magna Cum Laude* Top 2% of Graduating Class

Citadel Scholar

Dean's List

Phi Kappa Phi - Secretary

Activities: Air Force and Marine Corps ROTC

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SECRETARY'S BUREAU

ATTACHMENT 8.E.3

KURT N. KELLER, CFA, CMA

713.857.7560 • kurt.keller1@gmail.com • 3118 Wroxtton Road, Houston, TX 77005
<https://www.linkedin.com/in/kurtkeller>

LEADERSHIP PROFILE

Senior private-equity focused financial executive specializing in establishing / improving financial systems, producing accurate and actionable analysis, and executing and integrating acquisitions. Draw from background as controller, treasurer and securities analyst to develop relevant KPIs and successfully lead accounting, finance, human resource, and IT functions.

Received bachelor's degree in economics from Baylor University and MBA from Vanderbilt University with accounting and finance concentrations. Holds Chartered Financial Analyst (CFA) designation and the Certified Management Accountant (CMA) certification.

Work experience includes seven years of Big Four financial advisory experience performing due diligence, valuation, and damage quantification engagements across various sectors including energy and construction, and 12 years managing financial and accounting functions of private equity / family-owned / hedge fund investments and portfolio companies.

AREAS OF EXPERTISE

- System/Process Integration
- P&L/Financial Management
- Financial Planning/Budgeting
- Turnaround/Startup
- Strategy Development/Execution
- Complex Financial Modeling
- Risk Mitigation & Compliance
- Deal Structuring/Negotiations
- M&A/Due Diligence/IPO
- Board Presentations
- Investor Relations
- Treasury Management

LEADERSHIP PROGRESSION

EMEX, LLC, Houston, TX | 2018 – Present

EMEX provides energy brokerage services and specialized building management products.

Chief Financial Officer

- Recruited as company's first CFO following purchase by private equity group.
- Integrating two follow-on acquisitions that have increased total corporate headcount by 300%. Leading identification of cost synergies and implementation of financial best practices across combined organization.
- Implemented Intacct accounting system and converted financial statements from cash to accrual basis. Collaborated with internal developers to create API importing financial information from proprietary CRM. Monthly data pulled from approximately 50,000 meters.

CRESCENT DIRECTIONAL DRILLING, LP, Houston, TX | 2017 – 2018

Crescent provides direction drilling services in Texas, Oklahoma, and Louisiana.

Chief Financial Officer

- Promoted to lead CFO function for oilfield services company in turnaround situation.
- Developed relevant KPIs and associated review processes to provide management accountability for achievement of key business objectives.
- Reduced DSOs from over 100 days to 65 days through better reporting and cash collection procedures.
- Created detailed short-term and long-term financial forecasting model to effectively project liquidity and manage growth.

Financial Project Manager (Full-Time Contract)

- Served as a project manager for multiple IT initiatives and implementations focused on improving operational efficiencies.
- Led efforts to optimize procurement processes and inventory control methods.
- Designed and implemented new procedures for motor rental division. Align rental strategy with overall corporate objectives.

KURT N. KELLER, CFA, CMA

713.857.7560 • kurt.keller1@gmail.com • 3118 Wroxton Road, Houston, TX 77005
<https://www.linkedin.com/in/kurtkeller>

NAVASOTA ENERGY SERVICES, LLC, Magnolia, TX | 2007 – 2016

Navasota Energy was an asset management company focused on development, construction and operation of utility-scale power generation facilities including gas-fired, solar and wind. It was established in 2005.

Vice President, Finance & Chief Financial Officer

Portfolio/M&A Strategy & Operations

- Recruited as startup's first financial executive. Implemented financial operating and reporting processes to support infrastructure development company in midst of rapid growth. Identified/addressed internal control shortfalls as company deployed \$1.1B+ of investor capital from 10+ different parties. Established key KPIs.
- In midst of buyers' market, played key role in acquisition of \$351M power generation facility. Core member of management team that positioned asset for successful sale three years later to publicly traded industry leader for \$640M.
- Created PPA pricing and investment return financial models used by Navasota Energy and private equity/hedge fund investors.

Financial Management, Treasury & Operations

- Responsible for accounting and financial reporting, M&A support, strategic planning, office administration, risk management, treasury management, business development support, IT and HR. Managed staff of up to ten people.
- Led team of audit and tax professionals in production of audited financial statements conforming to U.S. GAAP and tax code. Produced 18 sets of audited financial statements and more than 200 tax returns. Drove tax planning throughout year.
- Directed treasury function, including bank relationships, forecasts of cash sources and uses, monthly debt covenant compliance, cash disbursements and internal controls. Supported multiple term and revolving credit facilities aggregating \$400M.
- Directed migration from SAP-based accounting and inventory system to MAS90 and MP2 with associated financial processes.
- Converted budgeting process of acquired generation facility in financial distress from baseline to "bottom-up" method. Led budget process for next four cycles through divestiture. Utilized detailed budget information to propose and implement cost reduction initiatives.

DELOITTE FINANCIAL ADVISORY SERVICES, Houston, TX | 1999 – 2006

Deloitte Financial Advisory Services provided specialized financial consulting services supporting M&A transactions, restructurings, capital raises, forensic investigations, valuations and modeling. Deloitte has subsequently rebranded this service line as part of Deloitte Advisory.

Manager

- Managed project teams across many types of client engagements supporting deal execution, asset/enterprise valuation, restructuring, business interruption insurance damage calculations and dispute resolution. Directed all day-to-day engagement/project deliverables and served as primary client contact.
- Led turnaround of energy trading company's partially completed system implementation in anticipation of critical Big Four financial audit. Designed and implemented transactional and documentation processes to achieve unqualified audit opinion.
- Conducted due diligence and valuation engagements to assess historical performance and strategic risks of potential domestic/international M&A transactions across multiple industries including engineering and construction, energy trading, oil and gas, health care, manufacturing and public sector.
- Developed confidential information memorandums (CIMs); identified and contacted potential purchasers.
- Reviewed and recommended changes to accounting processes and controls for compliance with Sarbanes-Oxley Act.

SONAT ENERGY SERVICES, Houston, TX | 1997 – 1999

Sonat Energy Services, a subsidiary of Sonat Inc. (NYSE: SNT), was a top-20 provider of natural gas and electric power marketing and trading services. In November 1999, El Paso Corp. acquired Sonat Inc.

Project Manager, Business Development & Risk Strategy

- Performed lead financial role on structure desk; valued and rationalized M&A opportunities and long-term contracts/assets from both cash flow and GAAP accounting perspectives.
- Developed pricing models to value embedded options within midstream asset management opportunities including underground natural gas storage (reservoir and salt cavern) and firm pipeline capacity.
- Supported creation of several new joint ventures, including those with Stone & Webster and Unicom.

KURT N. KELLER, CFA, CMA

713.857.7560 • kurt.keller1@gmail.com • 3118 Wroxtton Road, Houston, TX 77005
<https://www.linkedin.com/in/kurtkeller>

EQUITABLE SECURITIES CORPORATION, Nashville, TN | 1996 – 1997

Equitable was an investment banking, securities brokerage and investment advisory firm with a focus on the health care sector. It was purchased by SunTrust Banks, Inc. in 1997.

Assistant Research Analyst

- Served on sell-side investment research team leading financial model development, fundamental industry analysis, report generation and management interviews. Enabled senior analyst to expand coverage universe from one to eight companies.
- Supported successful \$23M IPO of Medirisk, Inc., a transaction lead-managed by Equitable Securities.

FORNEY INTERNATIONAL, Dallas, TX | 1992 – 1994

Forney was a \$50 million privately-held manufacturing/process-control company focused on the power generation industry. Approximately 40% of its revenue was derived from international contracts. Today, Forney is a subsidiary of Graham Holdings Company.

Financial Analyst/Treasury Analyst

- Assisted with all aspects of quarterly forecast and annual budget process. Worked with functional leaders to develop realistic projections consistent with company's revenue and expense targets.
- Maintained percentage-of-completion job costing system for 50+ contracts with values ranging from \$100k to \$21M.
- Supervised production of monthly financial report while helping achieve financial close within 10 days from month-end.
- Managed successful application of \$10 million U.S. Import-Export Bank loan for South Korean project.

EDUCATION & QUALIFICATIONS

M.B.A., Finance & Accounting, Beta Gamma Sigma Academic Honors, Vanderbilt University, Nashville, TN
B.A., Economics, Baylor University, Waco, TX

Chartered Financial Analyst®

Certified Management Accountant®

VOLUNTEER ACTIVITIES

Board of Directors, Youth Development Center

- Youth Development Center (YDC) is a non-profit organization providing an after-school academic program for at-risk students in grades one through six in Houston's Greater Fifth Ward.

Communications Chair, Financial Executives International

- Financial Executives International (FEI) is a network of more than 10,000 senior financial professionals.

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of Texas :

ss.

County of Harris :

Kevin R. McAlpin, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the Vice President (Office of Affiant) of EMEX, LLC (Name of Applicant);]

[That he/she is authorized to and does make this affidavit for said Applicant;]

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

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

That the Applicant herein EMEX, LLC acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

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

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

[Signature]
Signature of Affiant

Sworn and subscribed before me this 2nd day of October, 2019.

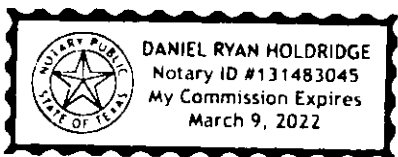
[Signature]
Signature of official administering oath

My commission expires 03/09/22

RECEIVED

OCT 03 2019

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



RECEIVED

OPERATIONS AFFIDAVIT

OCT 03 2019

[Commonwealth/State] of Texas :

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

SS.

County of Harris :

Kevin R. McAlpin, Affiant, being duly [sworn/affirmed] according to law,
deposes and says that:

[He/she is the Vice President (Office of Affiant) of EMEX, LLC
(Name of Applicant);]

[That he/she is authorized to and does make this affidavit for said Applicant;]

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

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

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

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

Appendix B (Continued)

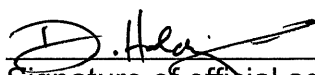
That EMEX, LLC, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) and the standards and billing practices of 52 PA. Code Chapter 56.

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

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


Signature of Affiant

Sworn and subscribed before me this 2nd day of October, 2019.


Signature of official administering oath

My commission expires 03/09/22.



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: EMEX, LLC

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

Applicant's Use

PUC Secretary's Bureau Use

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

VIA FIRST CLASS MAIL

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

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

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

Office of 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

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

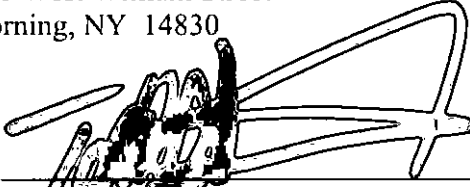
PPL
Office of General Counsel
Attn: Kimberly A. Klock
Two North Ninth Street (GENTW3)
Allentown, PA 18101-1179

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

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

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

DATED: October 3, 2019



Todd S. Stewart

RECEIVED
2019 OCT -3 PM 3:08
PA PUC
SECRETARY'S BUREAU
FRONT DESK