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April 28, 2020

**CONTAINS CONFIDENTIAL ATTACHMENT**

**VIA E-FILING**

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

**RE: Application of Energy Harbor LLC for approval of its license as a Natural Gas Service Supplier – Docket No. A-2020-3019389**

**RESPONSES TO DATA REQUESTS**

Dear Secretary Chiavetta:

In response to your April 7, 2020 letter, enclosed please find Energy Harbor LLC's responses to the data requests set forth in said letter. Note that the enclosed materials include certain pages that describe payment and other terms with a contractor that are considered to be confidential and have been redacted. Consistent with Commission instructions an un-redacted version of this **confidential information** will be separately emailed to you for filing under seal.

Should you or the Staff have any questions or require any additional information, please contact me as indicated above.

Respectfully submitted,



Kathy J. Kolich  
PA Attorney No. 92203

cc: JMcCracken (via email)

Docket No. A-2020-3019389  
Energy Harbor LLC  
Responses to Data Requests

1. Reference Application, Section 2.b, Certificate of Incorporation – Applicant failed to provide the original signed and dated Articles of Incorporation or Incorporation Application Documentation from the State of Ohio. Please provide the missing documentation.

**RESPONSE: See Exhibit 1.**

2. Reference Application, Section 2.b, PA Registration – Applicant failed to provide proof of its original PA Registration as FIRSTENERGY SOLUTIONS CORP. Please provide the missing documentation.

**RESPONSE: See Exhibit 2.**

3. Reference Application, Section 7.b, Financial Fitness – Applicant failed to provide financial statements which demonstrate its financial position after the bankruptcy proceedings. Please provide the missing documentation.

**RESPONSE: Since Energy Harbor LLC (“Energy Harbor”) only recently emerged from bankruptcy on February 27, 2020, Energy Harbor does not yet have annual financial statements for a post-bankruptcy period. Nevertheless, Energy Harbor has enclosed in Exhibit 3 the most recent Preliminary Financial Results for the Quarter Ended March 31, 2020. Also included in Exhibit 3 is the February 28, 2020 Disclosure Report, which contains financial statements and other financial related information, as well as the cover page to the most recent bank statement from JP Morgan, which shows approximate cash balances and equivalents on hand. None of this information is considered to be confidential.**

4. Reference Application, Section 8.a, Technical Fitness – Applicant failed to provide its fully-executed contract with Mobius Risk Group, LLC. Please provide the missing documentation.

**RESPONSE: See Exhibit 4. NOTE that payment and certain other terms with this contractor are considered to be confidential and have been redacted from the public version of this Exhibit. The confidential portion of the information will be emailed to the Commission Secretary consistent with Commission instructions.**

5. Reference Application, Section 11, Affidavits – The affidavits submitted list the company’s name as ‘Energy Harbor’ rather than ‘Energy Harbor LLC’ throughout the affidavits. Please resubmit the Application Affidavit and the Operations Affidavit listing the company’s name as ‘Energy Harbor LLC’ (exactly) throughout each affidavit.

**RESPONSE: See attached Exhibit 5.**

VERIFICATION

I, John Judge, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

  
\_\_\_\_\_  
John Judge  
President and Chief Executive Officer

**EXHIBIT 1**  
**(14 PAGES)**

Docket No. A-2020-3019389  
Energy Harbor LLC  
Response to Data Request

ARTICLES OF INCORPORATION  
OF  
FIRSTENERGY SERVICES CORP.

30/8/97  
\$85.00  
97081100301

The undersigned, desiring to form a corporation, for profit, under Sections 1701.01 *et seq.* of the Ohio Revised Code, does hereby state the following:

FIRST. The name of the corporation shall be FirstEnergy Services Corp.

SECOND. The place in Ohio where its principal office is to be located is Akron, Summit County.

THIRD. The purpose for which this corporation is formed is to engage in any lawful act or activity for which a corporation may be formed under Section 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH. The number of shares of all classes which the corporation is authorized to have outstanding is seven hundred and fifty (750) shares of common stock having no par value.

IN WITNESS WHEREOF, I have subscribed my name, this 6th day of August, 1997.

FirstEnergy Services Corp.



David L. Feltner, Incorporator

**FIRSTENERGY SERVICES CORP**

**Action of Sole Shareholder Without a Meeting**

Pursuant to Section 1701.54 of the Ohio Revised Code, the undersigned, being the sole shareholder of FirstEnergy Services Corporation, hereby adopts the following resolution by this written

RESOLVED, that, effective September 1, 2001, the First Article of the Corporation's Articles of Incorporation shall be deleted in its entirety, and the following shall be adopted in its place:

1. NAME The name of this corporation shall be: "FirstEnergy Solutions Corp."

IN WITNESS WHEREOF the undersigned has hereunto set its signature as of the 31<sup>st</sup> day of August, 2001.

FIRSTENERGY CORP.

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

  
H. Peter Burg  
Chairman and Chief Executive Officer



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form

Yes

## CERTIFICATE OF AMENDMENT BY SHAREHOLDERS TO ARTICLES OF

FirstEnergy Services Corp.

(Name of Corporation)

987413

(charter number)

Arthur R. Garfield, who is the President

(name)

(title)

of the above named Ohio corporation organized for profit, does hereby certify that: (Please check the appropriate box and complete the appropriate statements.)

a meeting of the shareholders was duly called and held on \_\_\_\_\_, at which meeting a quorum the shareholders was present in person or by proxy, and that by the affirmative vote of the holders of shares entitling them to exercise \_\_\_\_\_ % of the voting power of the corporation,

in a writing signed by all the shareholders who would be entitled to notice of a meeting held for that purpose, the following resolution to amend the articles was adopted:

RESOLVED, that, effective September 1, 2001, the First Article of the Corporation's Articles of Incorporation shall be deleted in its entirety, and the following shall be adopted in its place:

1. NAME The name of this corporation shall be: "FirstEnergy Solutions Corp."

RECORDED  
SECRETARY OF STATE  
2001 AUG 31 AM 9:59  
CLIENT SERVICE CENTER

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the corporation, has hereunto subscribed his name on August 31, 2001

(his/her)

(date)

Signature: Arthur R. Garfield

Title: \_\_\_\_\_

President

**AMENDED AND RESTATED  
CODE OF REGULATIONS  
of  
FirstEnergy Solutions Corp.  
(FKA – FirstEnergy Services Corp.)**

**March 31, 2017**

ARTICLE I - OFFICES

The principal office of the Corporation shall be located in the City of Akron, County of Summit, State of Ohio. The Corporation may also maintain offices at such other places within or without the United States as the Board of Directors may, from time to time, determine.

ARTICLE II - MEETING OF SHAREHOLDERS

Section 1 – Annual Meeting:

The annual meeting of shareholders of the Corporation for the election of directors and for the transaction of such other business as may properly come before said meeting shall be held on such date and at such hour and place, within or without the State of Ohio, as shall be fixed by the Board of Directors with respect to each such meeting and as shall be stated in the notice thereof.

Section 2 – Special Meetings:

Special meetings of shareholders, for any purpose or purposes may, except as otherwise prescribed by law, be called at any time by the President or by the Board of Directors, and shall be called by the President or the Secretary at the written request of the holders of twenty-five percent (25%) of the shares then outstanding and entitled to vote thereat, or as otherwise required under the provisions of the Generation Corporation Law of Ohio.

Section 3 – Place of Meetings:

All meetings of shareholders shall be held at the principal office of the Corporation, or at such other places as shall be designated in the notices or waivers of notice of such meetings.

Section 4 – Notice of Meetings:

(a) Except as otherwise provided by law, written notice of each meeting of shareholders, whether annual or special, stating the time when and place where it is to be held, shall be served either personally or by mail, not less than seven (7) nor more than sixty (60) days before the meeting, upon each shareholder of record entitled to vote at such meeting, and to any other shareholder to whom the giving of notice may be required by law. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate



that it is being issued by, or at the direction of, the person or persons calling the meeting. If, at any meeting, action is proposed to be taken that would, if taken, entitle shareholders to receive payment for their shares pursuant to law, the notice of such meeting shall include a statement of that purpose and to that effect. If mailed, such notice shall be directed to each such shareholder at his address, as it appears on the records of the shareholders of the Corporation, unless he shall have previously filed with the Secretary of the Corporation a written request that notices intended for the shareholder be mailed to some other address, in which case, it shall be mailed to the address designated in such request.

(b) Notice of any meeting need not be given to any person who may become a shareholder of record after the mailing of such notice and prior to, the meeting, or to any shareholder who attends such meeting, in person or by proxy, or to any shareholder who, in person or by proxy, submits a signed waiver of notice either before or after such meeting. Notice of any adjourned meeting of shareholders need not be given, unless otherwise required by law.

#### Section 5 – Quorum:

(a) Except as otherwise provided herein, by law or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the “Articles of Incorporation”), at all meetings of shareholders of the Corporation, the presence at the commencement of such meetings in person or by proxy of shareholders of record holding a majority of the total number of shares of the Corporation then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any shareholder after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

(b) If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting of the time and place of the adjourned meeting, until a quorum shall be present or represented. At such adjourned meeting any business may be transacted which might have been transacted at the original meeting. If a quorum be present at any meeting of shareholders and the meeting is adjourned to reconvene at a later time and/or date, no notice, except as by law, need be given other than announcement at the meeting. However, if any adjournment, whether a quorum is present or not, is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or by proxy shall decide any question brought before such meeting unless the question is one upon which by express provision of law or of the Articles of Incorporation or by this Code of Regulations a larger or different vote is required, in which case such express provision shall govern and control the decision of such question. The shareholders present or represented at any duly called and held meeting at which a quorum is present or represented may continue to do business until adjournment, notwithstanding the withdrawal of such number as to leave less than a quorum.

**Section 6 – Voting:**

(a) Except as otherwise provided by law or by the Articles of Incorporation, any corporate action, other than the election of directors, to be taken by vote of the shareholders, shall be authorized by a majority of votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

(b) Except as otherwise provided by law or by the Articles of Incorporation, at each meeting of shareholders, each holder of record of stock of the Corporation entitled to vote thereat, shall be entitled to one vote for each share of stock registered in his/her/its name on the books of the Corporation.

(c) Each shareholder entitled to vote, or to express consent or dissent without a meeting, may do so by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the shareholder or by his attorney-in-fact and have been filed with the Secretary of the Corporation prior to the vote. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the person executing it shall have specified therein the length of time it is to continue in force. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation.

(d) Any action which may be taken by the vote of the shareholders at a meeting may be taken without a meeting if authorized by a writing or writings signed by all of the holders of shares who would be entitled to notice of a meeting for such purpose. Such written consent shall be filed with or entered upon the records of the Corporation.

**ARTICLE III - BOARD OF DIRECTORS**

**Section 1 – Number, Election and Term of Office:**

(a) The number of directors of the Corporation shall be three (3), unless and until otherwise determined by a majority vote of the entire Board of Directors.

(b) Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Corporation, who need not be shareholders, shall be elected at a meeting of shareholders, by the holders of shares, present in person or by proxy, entitled to vote in the election.

(c) Each director shall hold office until the annual meeting of the shareholders next succeeding his election, and until his successor is elected and qualified, or until his prior death, resignation or removal.

**Section 2 – Duties and Powers:**

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except

as are in the Articles of Incorporation or by law expressly conferred upon or reserved to the shareholders.

**Section 3 – Annual and Regular Meetings; Notice:**

(a) A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the shareholders, at the place of such annual meeting of shareholders.

(b) The Board of Directors, from time to time, may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.

(c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in paragraph (b) Section 4 of this Article III, with respect to special meetings, unless such notice shall be waived in the manner set forth in paragraph (c) of such Section 4.

**Section 4 – Special Meetings; Notice:**

(a) Special meetings of the Board of Directors shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Except as otherwise required by statute, notice of special meetings shall be mailed directly to each director, addressed to such director at his residence or usual place of business, at least two (2) business days before the day on which the meeting is to be held, or shall be sent to him at such place by telegram, telephone, radio or cable, or shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held, except as otherwise required by statute. A notice, or waiver of notice, except as required by Section 8 of this Article III, need not specify the purpose of the meeting.

(c) Notice of any special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

**Section 5 – Chairman:**

At all meetings of the Board of Directors, the Chairman of the Board, if present, shall preside. In the absence of the Chairman, the directors present shall choose a Chairman to preside.

**Section 6 – Minutes:**

Minutes of all Board of Director meetings shall be kept by the Secretary of the Corporation or any other individual designated by the Board of Directors.

**Section 7 – Quorum and Adjournments:**

(a) At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation or by these Code of Regulations (including, but not limited to, Article III, Section 13).

(b) A majority of the directors at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

**Section 8 – Manner of Acting:**

(a) At all meetings of the Board of Directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he may hold.

(b) Except as otherwise provided by law, by the Articles of Incorporation or by this Code of Regulations (including, but not limited to, Article III, Section 13), the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

(c) Members of the Board of Directors or any committee designated by such Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at such meeting.

**Section 9 – Vacancies:**

If the office of any director becomes vacant at any time by reason of death, resignation, retirement, disqualification, removal from office or otherwise, or if any new directorship is created by any increase in the authorized number of directors, a majority of the directors then in office, although less than a quorum, or the sole remaining director, may choose a successor or fill the newly created directorship, and the director so chosen shall hold office, subject to the provisions of this Code of Regulations, until the next annual election of directors and until his successor shall be duly elected and shall qualify. In the event that a vacancy arising as aforesaid shall not have been filled by the Board of Directors, such vacancy may be filled by the stockholders at any meeting thereof after such office becomes vacant. If one or more directors shall resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so prospectively resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office as herein provided in the filling of other vacancies.

**Section 10 – Resignation:**

Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 11 – Removal:**

Any director may be removed with or without cause at any time by the affirmative vote of shareholders holding of record in the aggregate at least a majority of the outstanding shares of the Corporation at a special meeting of the shareholders called for that purpose, and may be removed for cause by action of the Board.

**Section 12 – Salary:**

No stated salary shall be paid to directors, as such, for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

**Section 13 – Contracts, Action or Transaction Not Void or Voidable:**

No contract, action, or transaction shall be void or voidable with respect to the Corporation for the reason that the contract, action or transaction is between or affects the Corporation and one or more of its directors or officers, or is between or affects the Corporation and any other person in which one or more of the Corporation's directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the Board of Directors or a committee of the directors that authorizes such contract, action, or transaction, if in any such case any of the following apply:

(a) The material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum of the Board of Directors or a committee thereof;

(b) The material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract, action, or transaction is specifically approved at a meeting of the shareholders held for such purpose of voting on the contract, action, or transaction by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation held by shareholders not interested in the contract, action, or transaction; or

(c) The contract, action, or transaction is fair as to the Corporation as of the time it is authorized or approved by the Board of Directors or a committee of the directors, or the shareholders.

Common or interested directors of the Corporation may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or of a committee of the directors, that authorizes the contract, action, or transaction.

For purposes of this section, (1) "action" means a resolution adopted by the Board of Directors or a committee of the directors of the Corporation, and (2) a director is not an interested director solely because the subject of the contract, action, or transaction may involve or affect a change in control of the corporation or his continuation in office as a director of that corporation.

#### Section 14 – Committees:

The Board of Directors may from time to time create an executive committee or any other committee or committees of directors to act in the intervals between meetings of the Board of Directors and may delegate to such committee or committees any of its authority other than that of filling vacancies among the Board of Directors or in any committee of the Board of Directors and other than the authority to adopt, amend, or repeal regulations. Each committee shall consist of two or more directors. The Board of Directors may appoint one or more directors as alternate members of any such committee to take the place of absent committee members at meetings of such committee. Unless otherwise ordered by the Board of Directors or as otherwise set forth in the Code of Regulations (including, but not limited to, Article III, Section 13), a majority of the members of any committee appointed by the Board of Directors pursuant to this Section 14 of Article III shall constitute a quorum at any meeting thereof, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of such committee. Action may be taken by any such committee without a meeting by a writing or writings signed by all of its members. Any such committee may prescribe its own rules for calling and holding meetings and its method of procedure, subject to any rules prescribed by the Board of Directors, and will keep a written record of all action taken by it

### ARTICLE IV - OFFICERS

#### Section 1 – Number, Qualifications, Election and Term of Office:

(a) The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers, including a Chairman of the Board of Directors, and one or more Vice Presidents, as the Board of Directors may from time to time deem advisable. The Chairman of the Board of Directors shall be a director of the Corporation. Any other officer may be, but is not required to be, a director of the Corporation. Any two or more offices may be held by the same person.

(b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

**Section 2 – Resignation:**

Subject to any applicable contract, any officer may resign at any time by giving written notice of such resignation to the Board of Directors, to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 3 – Removal:**

Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board of Directors at any time.

**Section 4 – Vacancies:**

A vacancy in any office by reason of death, resignation, inability to act, disqualification or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

**Section 5 – Duties of Officers:**

Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in this Code of Regulations, or may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Corporation.

**Section 6 – Sureties and Bonds:**

If the Board of Directors shall so require, any officer, employee or agent of the Corporation shall execute to the Corporation a fidelity bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his/her duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

**Section 7 – Shares of Other Corporations:**

Whenever the Corporation is the holder of shares of any other Corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the President, Secretary, Treasurer, or such other person as the Board of Directors may authorize.

**Section 8 – Compensation:**

The compensation of all officers, agents and employees of the Corporation shall be fixed from time to time by the Board of Directors, or pursuant to authority of general or special resolutions of the Board. No officer shall be prevented from receiving such salary by reason of the fact that he/she is also a director of the Corporation or a member of any committee.

## ARTICLE V - SHARES OF STOCK

### Section 1 – Certificate of Stock:

(a) The Certificates representing shares of the Corporation shall be in such form as shall be adopted by the Board of Directors, and shall be numbered and registered in the order issued. They shall bear the holder's name and the number of shares, shall be signed by the Secretary and the Treasurer, and shall bear the corporate seal. Such signatures and corporate seal may be facsimile or facsimiles to the extent permitted by law.

(b) No Certificates representing shares shall be issued until the full amount of consideration therefor has been paid, except as otherwise permitted by law.

(c) To the extent permitted by law, the Board of Directors may authorize the issuance of Certificates for fractions of a share which shall entitle the holder to exercise voting rights, receive dividends and participate in liquidating distributions, in proportion to the fractional holdings; or it may authorize the payment in cash of the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined.

### Section 2 - Lost or Destroyed Certificates:

The holder of any Certificates representing shares of the Corporation shall immediately notify the Corporation of any loss or destruction of the Certificates representing the same. The Corporation may issue new Certificates in the place of any Certificates theretofore issued by it, alleged to have been lost or destroyed. On production of such evidence of loss or destruction as the Board of Directors in its discretion may require, the Board of Directors may, in its discretion, require the owner of the lost or destroyed Certificates, or his legal representatives, to give the Corporation a bond in such sum as the Board may direct, and with such surety or sureties 'as may be satisfactory to the Board, to indemnify the Corporation against any claims, loss, liability or damage it may suffer on account of the issuance of the new Certificates. A new Certificate may be issued without requiring any such evidence or bond when, in the judgment of the Board of Directors, it is proper so to do.

### Section 3 – Transfers of Shares:

(a) Transfers of shares of the Corporation shall be made on the share records of the Corporation only by the holder of record thereof, in person or by his duly authorized attorney, upon surrender for cancellation of the Certificate or Certificates representing such shares, with an assignment or power of transfer endorsed thereon or delivered therewith, duly executed, with such proof of the authenticity of the signature and of authority to transfer and of payment of transfer taxes as the Corporation or its agents may require.



(b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

Section 4 – Record Date:

In lieu of closing the share records of the Corporation, the Board of Directors may fix, in advance, a date not exceeding fifty days, nor less than ten days, as the record date for the determination of shareholders entitled to receive notice of, or to vote at, any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held; the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the resolution of the directors relating thereto is adopted. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided for herein, such determination shall apply to any adjournment thereof, unless the directors fix a new record date for the adjourned meeting.

ARTICLE VI - DIVIDENDS

Subject to law, dividends may be declared and paid out of any funds available therefor, as often, in such amounts, and at such time or times as the Board of Directors may determine.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Corporation shall be fixed by the Board of Directors, subject to law.

ARTICLE VIII - CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE IX - AMENDMENTS

All provisions of the Code of Regulations of the Corporation shall be subject to alteration or repeal, and new provisions of the Code of Regulations may be made, by the affirmative vote of

shareholders of record holding all of the outstanding shares entitled to vote in the election of directors at any annual or special meeting of shareholders, provided that the notice or waiver of notice of such meeting shall have summarized or set forth in full therein, the proposed amendment.

## ARTICLE X - INDEMNIFICATION

### Section 1 – Indemnification:

(a) The Corporation shall indemnify any person who is or was a director, officer, employee or agent of the Corporation or any person who is or has served at the request of the Corporation as a director, officer, employee, agent or trustee of another corporation, joint venture, trust or other enterprise (and his heirs, executors and administrators) against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him by reason of the fact that he is or was such director, officer, employee, agent or trustee in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent and according to the procedures and requirements set forth in any applicable law as the same may be in effect from time to time.

(b) The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

### Section 2 – Insurance:

The Board of Directors may, in its discretion, authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 1 of this Article X.

**EXHIBIT 2**  
**(6 PAGES)**

Docket No. A-2020-3019389  
Energy Harbor LLC  
Response to Data Request

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

11/19/2019

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

FIRSTENERGY SOLUTIONS CORP.

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

Creation Filing filed on Jun 9, 1998 - Pages (2)

which appear of record in this department.



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

*Kathy Boockvar*

Acting Secretary of the Commonwealth

Certification Number: TSC191119080146-1

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

JUN 8 1998 12:27P 9843-479

NO. 8935 P. 3

JUN 09 1998

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

Filed with the Department of \_\_\_\_\_

Entity Number 2820799

Secretary of the Commonwealth

JK

APPLICATION FOR CERTIFICATE OF AUTHORITY  
D/CB:15-6124/6124 (Rev 89)

Indicate type of corporation (check one):

- Foreign Business Corporation (15 Pa.C.S. § 4124)
- Foreign Nonprofit Corporation (15 Pa.C.S. § 6124)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned association hereby states that:

1. The name of the corporation is:  
FirstEnergy Services Corp.

2. The name which the corporation adopts for use in this Commonwealth is (complete only when the corporation must adopt a corporate designator for use in Pennsylvania):  
\_\_\_\_\_

3. (If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following):  
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:  
\_\_\_\_\_

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form D/CB:15-311 (Application for Registration of Fictitious Name)

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: Ohio

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:  
76 Main Street                      Akron                      Ohio                      44308                      Summit  
Number and Street                      City                      State                      Zip                      County

6. The (a) address of this corporation's proposed 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

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NO. 8935 P. 4

DSCB:15-4124/0124 (Rev 90)-2

(b) Corporation Service Company Douglas  
Name of Commercial Registered Office provider County

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

7. (Check one of the following):

(Business corporation): The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

(Nonprofit corporation): The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for a Certificate of Authority to be signed by a duly authorized officer thereof this 8th day of June, 19 98.

FirstEnergy Services Corp  
(Name of Corporation)  
BY: H. Berg  
(Signature)  
TITLE: President

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

11/19/2019

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

FIRSTENERGY SOLUTIONS CORP.

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

Amendment filed on Sep 12, 2001 - Pages (2)

which appear of record in this department.



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

*Kathy Boockvar*

Acting Secretary of the Commonwealth

Certification Number: TSC191119080147-1

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

Microfilm Number 200170-849

SEP 12 2001

Filed with the Department of State on \_\_\_\_\_

Entity Number: 520799

*Kim D'Amico*  
Secretary of the Commonwealth  
JK

**APPLICATION FOR AN AMENDED CERTIFICATE OF AUTHORITY  
FOREIGN CORPORATION**

DSCB:15-4126/6126 (Rev 90)

Indicate type of corporation (check one):

Foreign Business Corporation (15 Pa.C.S. § 4126)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6126)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned foreign corporation, desiring to receive an amended certificate of authority hereby states that:

1. The name under which the corporation currently holds a certificate of authority to do business within the Commonwealth of Pennsylvania is: FirstEnergy Services Corp.

2. The name of the jurisdiction under the laws of which the corporation is incorporated is: Ohio

3. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

395 Ghent Road, Akron, Ohio 44333

Number and Street	City	State	Zip
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4. The (a) address of this corporation's 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: Name of Commercial Registered Office Provider	County
<u>CT Corporation System</u>	<u>Philadelphia</u>

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

(Check if applicable):

The foregoing reflects a change in Pennsylvania registered office.

5. The corporation desires that its certificate of authority be amended to change the name under which it is authorized to transact business in the Commonwealth of Pennsylvania to:

FirstEnergy Solutions Corp.

6. (If the name set forth in Paragraph 5 is not available for use in this Commonwealth, complete the following):  
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB 54-311 (Application for Registration of Fictitious Name)

PA021 - CT Filing Manual Online

PA. DEPT. OF STATE  
2001 SEP 12 PM 4:19



200170-850

DSCB:15-4126/6126 (Rev 90)-2

7. (Check one of the following as applicable):

The change of name reflects a change effected in the jurisdiction of incorporation.

Documents complying with the applicable provisions of 15 Pa.C.S. § 4123(b) or 6123(b) (relating to exception; name) accompany this application.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for an Amended Certificate of Authority to be signed by a duly authorized officer thereof this 7<sup>th</sup> day of September, 2001.

FirstEnergy Solutions Corp.

Name of Corporation

BY:

Arthur R. Garfield  
(Signature)

Arthur R. Garfield

TITLE: President

**EXHIBIT 3**  
**(35 PAGES)**

**ENERGY HARBOR CORP.**

**Preliminary Financial Results for the Quarter**  
**Ended March 31, 2020**

This disclosure document (this “Report”) has been prepared by Energy Harbor Corp. (“Energy Harbor”) together with its subsidiaries (Energy Harbor and its subsidiaries, collectively, the “Company”). This Report should be reviewed together with all of the materials posted on the Company’s investor website at <https://energyharbor.com/en/about/investor-relations> (the “Investor Website”).

**Unaudited Interim Financial Information**

Each subsidiary of Energy Harbor (except for Pleasants LLC as a non-debtor) emerged from bankruptcy on February 27, 2020, which resulted in a significant reduction in liabilities and a new capital and organizational structure.

The accompanying unaudited condensed consolidated financial statements and supplemental financial data of the Company for the period ended March 31, 2020 include preliminary fresh-start accounting adjustments for the effect of the emergence from bankruptcy by the subsidiaries of Energy Harbor (except for Pleasants LLC). The preliminary adjustments are subject to finalization later in 2020 and may be materially different from those reflected in the accompanying unaudited condensed consolidated financial statements and supplemental financial data. Additionally, the accompanying unaudited condensed consolidated financial statements and supplemental financial data reflect a month-end convenience date of February 29, 2020 for presentation of predecessor and successor periods in connection with applying fresh-start accounting to the period following emergence from bankruptcy. Subsequent financial reporting in 2020 may reflect the use of the actual date of emergence from bankruptcy (February 27, 2020) for purposes of delineating predecessor and successor financial statements.

As a result of the application of fresh start accounting and the effects of the implementation of the Eighth Amended Joint Plan of Reorganization of FirstEnergy Solutions Corp., et al., pursuant to Chapter 11 of the Bankruptcy Code, the consolidated financial statements after the start of fresh-start accounting are not comparable with the consolidated financial statements on or prior to that date.

The financial information contained in this Report is unaudited, limited in scope and does not include notes to the financial statements. Accordingly, the financial information included herein may be subject to change, and these changes could be material.

The results of operations contained herein are not necessarily indicative of results which may be expected from any other period and may not necessarily reflect the consolidated results of operations, financial position and schedule of receipts and disbursements of the Company in the future.

**Non-GAAP Financial Measures**

The financial information contained in this Report includes non-GAAP financial measures, including adjusted earnings before interest, tax, depreciation and amortization (“Adjusted EBITDA”), that are different from financial measures calculated in accordance with GAAP and may be different from non-

GAAP calculations made by other companies. The presentation of these measures may not be comparable to similarly titled measures used by other companies. These measures may exclude items that are significant in understanding and assessing the Company's financial results. Therefore, these measures should not be considered in isolation or as an alternative to revenues, net income, cost of services or other measures of financial performance or liquidity under GAAP. The Company believes these non-GAAP financial measures are useful in evaluating operating performance and are regularly used by investors, lenders and other interested parties in reviewing the Company.

### **Forward Looking Statements**

The documents on the Investor Website contain "forward-looking statements." All statements, other than statements of historical facts, that are included in documents on the Investor Website that address activities, events, or developments that the Company expects or anticipates to occur in the future, including such matters as capital allocation, future capital expenditures, business strategy, competitive strengths, goals, future acquisitions or dispositions, operation of facilities, market and industry developments and the growth of the Company's businesses and operations (often, but not always, through the use of words or phrases such as "intends," "plans," "will likely result," "are expected to," "could," "will continue," "is anticipated," "estimated," "should," "projection," "target," "goal," "objective," and "outlook"), are forward-looking statements. Although the Company believes that in making any such forward-looking statement its expectations are based on reasonable assumptions, any such forward-looking statement involves uncertainties and is qualified in its entirety by reference to the discussion of risk factors under "Risk Factors" contained in the Disclosure Statement for the Fifth Amended Joint Plan of Reorganization of FirstEnergy Solutions Corp., et al., pursuant to Chapter 11 of the Bankruptcy Code filed with the Bankruptcy Court on May 30, 2019 available on the Investor Website (the "Disclosure Statement") and the following important factors, among others, that could cause the Company's actual results to differ materially from those projected in such forward-looking statements:

- difficulties the Company may face in retaining and motivating its key employees, and difficulties it may face in attracting new employees;
- the actions and decisions of regulatory authorities;
- changes in assumptions regarding economic conditions and power pricing within the Company's territories and markets;
- global or national health pandemics, epidemics or concerns, such as the COVID-19 pandemic;
- the Company's ability to accomplish or realize anticipated benefits from strategic and financial goals, including, but not limited to, its ability to continue to reduce costs and to successfully execute its financial plans;
- the uncertainties associated with the deactivation of remaining commodity-based generating units, including the impact on vendor commitments, and as it relates to the reliability of the transmission grid, the timing thereof;
- the risks and uncertainties associated with litigation, arbitration, mediation and like proceedings, including with respect to the timing and amounts of the capital expenditures that may arise in connection with any such proceedings, including NSR litigation, proceedings related to the rejection of certain power purchase agreements or potential regulatory initiatives or rulemakings;

- changes in customers' demand for power, including, but not limited to, changes resulting from the implementation of state and federal energy efficiency and peak demand reduction mandates;
- economic and weather conditions affecting future sales, margins and operations, such as significant weather events, and all associated regulatory events or actions;
- changes in national and regional economic conditions affecting the Company and/or the Company's major industrial and commercial customers, and other counterparties with which it does business;
- the impact of labor disruptions by the Company's unionized workforce;
- the risks associated with cyber-attacks and other disruptions to the Company's information technology system that may compromise the Company's generation services and data security breaches of sensitive data, intellectual property and proprietary or personally identifiable information regarding the Company's business, employees, stockholders, customers, suppliers, business partners and other individuals in its data centers and on its networks;
- the impact of the regulatory process and resulting outcomes on the matters at the federal level and in the various states in which the Company does business, including but not limited to, matters related to rates, and carbon regulation;
- the impact of the federal regulatory process on entities and transactions regulated by the Federal Energy Regulatory Commission ("FERC"), in particular FERC regulation of PJM Interconnection L.L.C. ("PJM") wholesale energy, ancillary services, and capacity markets as well as FERC's compliance and enforcement activity, including compliance and enforcement activity related to the North American Electric Reliability Corporation's ("NERC") mandatory reliability standards;
- adverse regulatory or legal decisions and outcomes with respect to the Company's nuclear operations (including, but not limited to, the revocation or non-renewal of necessary licenses, approvals or operating permits by the U.S. Nuclear Regulatory Commission ("NRC"));
- the Company's ability to comply with applicable state and federal reliability standards and energy efficiency and peak demand reduction mandates;
- other legislative and regulatory changes, including any challenges to Ohio HB6 (as described in the disclosure report dated February 28, 2020) and the federal administration's required review and potential revisions of environmental requirements, including, but not limited to, the effects of the Environmental Protection Agency's ("EPA") Clean Power Plan ("CPP"), Coal Combustion Residuals ("CCR"), and Cross-State Air Pollution Rules ("CSAPR") programs, including the Company's estimated costs of compliance, CWA waste water effluent limitations for power plants, and CWA 316(b) water intake regulation;
- the impact of changes to significant accounting policies; and
- the impact of any changes in tax laws or regulations or adverse tax audit results or rulings.

Any forward-looking statement speaks only as of the date on which it is made, and except as may be required by law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made or to reflect the occurrence of unanticipated events or circumstances. New factors emerge from time to time, and it is not possible for the Company to predict all of them; nor can the Company assess the impact of each such factor or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. As such, you should not unduly rely on such forward-looking statements.

Energy Harbor Corp. and Subsidiaries  
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)  
(Unaudited)

<i>(In millions)</i>	<u>Successor</u>	<u>Predecessor</u>
	March 1 through March 31, 2020	January 1 through February 29, 2020
<u>STATEMENT OF OPERATIONS</u>		
Revenues	\$142	\$344
Operating costs		
Fuel and purchased power	43	132
Depreciation and amortization	16	29
Other operating costs	86	180
Operating income (loss)	(2)	3
Other income (expense)		
Nuclear decommissioning trust losses	(153)	(64)
Interest expense	(2)	(9)
Other income (expense), net	0	(4)
Reorganization items, net	0	6,748
Income (loss) before taxes	(157)	6,674
Income tax benefit	(33)	(155)
Net income (loss)	<u>(\$124)</u>	<u>\$6,830</u>
<u>STATEMENT OF COMPREHENSIVE INCOME (LOSS)</u>		
Net income (loss)	(\$124)	\$6,830
Other comprehensive income		
Change in unrealized gain on available-for-sale securities	0	7
Other comprehensive income	0	7
Income taxes	0	(2)
Other comprehensive income, net of tax	0	6
Comprehensive income (loss)	<u>(\$124)</u>	<u>\$6,835</u>

Energy Harbor Corp. and Subsidiaries  
CONDENSED CONSOLIDATED BALANCE SHEET  
As of March 31, 2020  
(Unaudited) (In Millions)

ASSETS		LIABILITIES AND CAPITALIZATION	
<b>CURRENT ASSETS</b>		<b>CURRENT LIABILITIES</b>	
Cash and cash equivalents	\$906	Accounts payable	\$227
Accounts receivable	231	Derivatives	28
Materials and supplies	123	Other	73
Collateral	123		327
Prepayments and other	83		
	1,466	<b>CAPITALIZATION</b>	
<b>PROPERTY, PLANT AND EQUIPMENT, NET</b>	1,236	Stockholders' equity	
<b>INVESTMENTS</b>		Common and preferred stock	
Nuclear plant decommissioning trusts	1,852	1,836	
Other	8	Cost of shares held in treasury	
	1,860	(113)	
		Accumulated other comprehensive loss	
<b>DEFERRED CHARGES AND OTHER ASSETS</b>		(0)	
Property taxes	14	Retained deficit	
Derivatives	18	(124)	
Other	78	Total stockholders' equity	
	110	1,598	
		Long term debt	
<b>TOTAL ASSETS</b>	\$4,673	431	
		2,029	
		<b>NONCURRENT LIABILITIES</b>	
		Asset retirement obligations	
		2,230	
		Other	
		86	
		2,316	
		<b>TOTAL LIABILITIES AND CAPITALIZATION</b>	
		\$4,673	

Energy Harbor Corp. and Subsidiaries  
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
(Unaudited)

	Successor	Predecessor
	March 1 through March 31, 2020	January 1 through February 29, 2020
<i>(In millions)</i>		
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income (loss)	(\$124)	\$6,830
Adjustments to reconcile net income (loss) to cash from (for) operating activities:		
Depreciation, amortization and asset retirement obligation accretion	24	29
Deferred income taxes	(38)	0
Unrealized (gains) losses on derivative transactions	4	(2)
Deferred cost on sale leaseback transaction	0	7
Losses on nuclear decommissioning trust investments	153	64
Non-cash reorganization items, net	0	(6,678)
Changes in assets and liabilities:		
Accounts receivable	(7)	27
Materials and supplies	(5)	(23)
Prepays and other current assets	(13)	2
Accounts payable	8	(40)
Accruals and other current liabilities	(1)	(9)
Collateral	(4)	(15)
Other	(0)	(48)
Cash from (for) operating activities	(2)	144
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capital expenditures	(10)	(8)
Nuclear fuel purchases	(15)	0
Purchases of securities in nuclear decommissioning trust	(78)	(116)
Sale of securities in nuclear decommissioning trust	78	116
Cash from (for) investing activities	(25)	(8)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Short-term lending to affiliates, net	0	(28)
Stock repurchase	(113)	0
Cash from (for) financing activities	(113)	(28)
Net change in cash, cash equivalents and restricted cash	(140)	108
Cash, cash equivalents and restricted cash at beginning of the period	1,049	941
Cash, cash equivalents and restricted cash at end of period	\$909	\$1,049



Energy Harbor Corp. and Subsidiaries  
SUPPLEMENTAL FINANCIAL DATA  
Reconciliation of Adjusted EBITDA to GAAP Net Income (Loss)

	Successor	Predecessor
<i>(In Millions)</i>	March 1 through March 31, 2020	January 1 through February 29, 2020
Net income (loss) - GAAP	(\$124)	\$6,830
+ Interest	2	9
+ Taxes	(33)	(155)
+ Depreciation	16	29
+ Nuclear decommissioning trust investment results	153	64
Special items:		
Reorganization items, net	0	(6,748)
Non-cash compensation expense	(2)	2
Non-cash mark-to-market on derivative transactions	3	0
Miscellaneous non-recurring items, net	3	8
Write off of capital expenditures while in bankruptcy	0	8
Bankruptcy impact of delayed nuclear fuel amortization	0	20
Non-recurring costs associated with plant closure	3	4
Non-recurring corporate transition costs	2	10
Adjusted EBITDA including nuclear fuel amortization expense (non-GAAP)	\$23	\$80

Supplement to Energy Harbor Name Change Request  
Docket No. A-110078



**DISCLOSURE REPORT**

**February 28, 2020**

This disclosure document (this “Report”) has been prepared by Energy Harbor Corp. together with its subsidiaries (“EHC,” “Energy Harbor,” “we,” “us,” or the “Company”). This Report consists of two parts. Part I presents narrative disclosure about the Company and recent events affecting the Company. Part II presents historical financial disclosure with respect to the Company’s business. This Report should be reviewed together with all of the materials posted on the Company’s investor website at [www.energyharbor.com/ir](http://www.energyharbor.com/ir) (the “Investor Website”), including historical consolidated financial statements for FirstEnergy Solutions Corp. (which is currently a subsidiary of the Company as described herein) and its former subsidiaries (which financial statements reflect the business currently owned by the Company in all material respects, except with respect to asset acquisitions and divestitures described in the Disclosure Statement (as defined below) and this Report), notices, press releases, monthly operating reports, the Plan (as defined below) and the Disclosure Statement, as well as any other materials posted on the Investor Website in the future. Capitalized terms used but not defined in this Report have the meanings assigned to those terms in the Disclosure Statement for the Fifth Amended Joint Plan of Reorganization of FirstEnergy Solutions Corp., *et al.*, pursuant to Chapter 11 of the Bankruptcy Code filed with the Bankruptcy Court on May 30, 2019 (the “Disclosure Statement”) or the Eighth Amended Joint Plan of Reorganization of FirstEnergy Solutions Corp., *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code (the “Plan”), as applicable.

You should not assume that the information in this Report or in any other documents on the Investor Website is accurate as of any date other than the date of the applicable document. Any statement contained in any other documents on the Investor Website as of or prior to the date hereof will be deemed to be modified or superseded to the extent that a statement contained in this Report modifies or supersedes the statement. Any information in any materials posted on the Investor Website in the future will automatically update and, where applicable, modify or supersede the information contained in this Report and any other information previously posted on the Investor Website.

**DISCLAIMERS**

**Forward Looking Statements**

This Report and the other documents on the Investor Website contain “forward-looking statements.” All statements, other than statements of historical facts, that are included in this Report or other documents on the Investor Website that address activities, events, or developments that the Company expects or anticipates to occur in the future, including such matters as capital

allocation, future capital expenditures, business strategy, competitive strengths, goals, future acquisitions or dispositions, operation of facilities, market and industry developments and the growth of the Company's businesses and operations (often, but not always, through the use of words or phrases such as "intends," "plans," "will likely result," "are expected to," "could," "will continue," "is anticipated," "estimated," "should," "projection," "target," "goal," "objective," and "outlook"), are forward-looking statements. Although the Company believes that in making any such forward-looking statement its expectations are based on reasonable assumptions, any such forward-looking statement involves uncertainties and is qualified in its entirety by reference to the discussion of risk factors under "Risk Factors" contained in the Disclosure Statement and the following important factors, among others, that could cause the Company's actual results to differ materially from those projected in such forward-looking statements:

- difficulties the Company may face in retaining and motivating its key employees, and difficulties it may face in attracting new employees;
- the actions and decisions of regulatory authorities;
- changes in assumptions regarding economic conditions and power pricing within the Company's territories and markets;
- the Company's ability to accomplish or realize anticipated benefits from strategic and financial goals, including, but not limited to, its ability to continue to reduce costs and to successfully execute its financial plans;
- the uncertainties associated with the deactivation of remaining commodity-based generating units, including the impact on vendor commitments, and as it relates to the reliability of the transmission grid, the timing thereof;
- the risks and uncertainties associated with litigation, arbitration, mediation and like proceedings, including with respect to the timing and amounts of the capital expenditures that may arise in connection with any such proceedings, including NSR litigation, proceedings related to the rejection of certain power purchase agreements or potential regulatory initiatives or rulemakings;
- changes in customers' demand for power, including, but not limited to, changes resulting from the implementation of state and federal energy efficiency and peak demand reduction mandates;
- economic and weather conditions affecting future sales, margins and operations, such as significant weather events, and all associated regulatory events or actions;
- changes in national and regional economic conditions affecting the Company and/or the Company's major industrial and commercial customers, and other counterparties with which it does business;
- the impact of labor disruptions by the Company's unionized workforce;
- the risks associated with cyber-attacks and other disruptions to the Company's information technology system that may compromise the Company's generation services and data security breaches of sensitive data, intellectual property and proprietary or personally identifiable information regarding the Company's business, employees, stockholders, customers, suppliers, business partners and other individuals in its data centers and on its networks;

- the impact of the regulatory process and resulting outcomes on the matters at the federal level and in the various states in which the Company does business, including but not limited to, matters related to rates, and carbon regulation;
- the impact of the federal regulatory process on entities and transactions regulated by the Federal Energy Regulatory Commission ("FERC"), in particular FERC regulation of PJM Interconnection L.L.C. ("PJM") wholesale energy, ancillary services, and capacity markets as well as FERC's compliance and enforcement activity, including compliance and enforcement activity related to the North American Electric Reliability Corporation's ("NERC") mandatory reliability standards;
- adverse regulatory or legal decisions and outcomes with respect to the Company's nuclear operations (including, but not limited to, the revocation or non-renewal of necessary licenses, approvals or operating permits by the U.S. Nuclear Regulatory Commission ("NRC"));
- the Company's ability to comply with applicable state and federal reliability standards and energy efficiency and peak demand reduction mandates;
- other legislative and regulatory changes, including any challenges to Ohio HB6 (as defined below) and the federal administration's required review and potential revisions of environmental requirements, including, but not limited to, the effects of the Environmental Protection Agency's ("EPA") Clean Power Plan ("CPP"), Coal Combustion Residuals ("CCR"), and Cross-State Air Pollution Rules ("CSAPR") programs, including the Company's estimated costs of compliance, CWA waste water effluent limitations for power plants, and CWA 316(b) water intake regulation;
- the impact of changes to significant accounting policies; and
- the impact of any changes in tax laws or regulations or adverse tax audit results or rulings.

Any forward-looking statement speaks only as of the date on which it is made, and except as may be required by law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made or to reflect the occurrence of unanticipated events or circumstances. New factors emerge from time to time, and it is not possible for the Company to predict all of them; nor can the Company assess the impact of each such factor or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. As such, you should not unduly rely on such forward-looking statements.

#### **Non-GAAP Financial Measures**

This Report includes non-GAAP financial measures, including adjusted earnings before interest, tax, depreciation and amortization ("Adjusted EBITDA"), that are different from financial measures calculated in accordance with GAAP and may be different from non-GAAP calculations made by other companies. The presentation of these measures may not be comparable to similarly-titled measures used by other companies. These measures may exclude items that are significant in understanding and assessing the Company's financial results. Therefore, these measures should not be considered in isolation or as an alternative to revenues, net income, cost of services or other measures of financial performance or liquidity under GAAP. The Company believes these non-

GAAP financial measures are useful in evaluating operating performance and are regularly used by investors, lenders and other interested parties in reviewing the Company.

**Non-Reliance on Outdated Financial Projections**

The Company cautions that the financial projections included in Exhibit D to the Disclosure Statement were based on operating and financial assumptions made as of or prior to the date of the Disclosure Statement, which was May 30, 2019. Those financial projections have not been updated to reflect actual events including, among other things, the passage in July 2019 of HB6 in Ohio (as discussed below), changes in market pricing, changes in operating plans, and changes in the Company's expectations regarding future events. As a result, such financial projections should not be relied upon as reflecting current views of the Company's anticipated financial performance. The Company does not plan on providing updated financial projections at this time or in the foreseeable future.

## **PART I**

### **OVERVIEW OF OUR BUSINESS OPERATIONS AND STRUCTURE**

Energy Harbor Corp., a Delaware corporation, is the parent company of each of (i) Energy Harbor LLC (formerly known as FirstEnergy Solutions Corp.) (“EH”), (ii) Energy Harbor Nuclear Corp. (formerly known as FirstEnergy Nuclear Operating Company) (“EHN”), (iii) Energy Harbor Generation LLC (formerly known as FirstEnergy Generation LLC) (“EHG”), and (iv) Energy Harbor Nuclear Generation LLC (formerly known as FirstEnergy Nuclear Generation LLC) (“EHNG”).

EHC was formed in December 2019 pursuant to the terms in the Plan. In connection with their emergence from bankruptcy proceedings on February 27, 2020 (see “Emergence from Bankruptcy” below for more information), EH was converted from an Ohio corporation into a Delaware limited liability company, EHN was converted from an Ohio corporation into a Delaware corporation, EHG and EHNG were converted from Ohio limited liability companies into Delaware limited liability companies and each of EH, EHN, EHG and EHNG changed their names. As used herein, the “Company” refers to EHC together with all of its direct and indirect subsidiaries.

The Company, through its subsidiaries, owns and operates a portfolio of nuclear and fossil power stations throughout Ohio, Pennsylvania and West Virginia, in addition to providing other services that support the various facilities. The Company conducts all of its wholesale generation business operations in the PJM regional transmission organization (“RTO”), which includes Ohio, Pennsylvania and West Virginia, along with a number of other states (the “PJM Region”), and conducts retail operations in those states as well as other states within the Midcontinent Independent System Operator, Inc. RTO (“MISO”).<sup>1</sup> Through its subsidiaries, EHC participates in both the generation wholesale and retail markets by selling power and providing energy-related products in the PJM and MISO regions. EH is party to power supply agreements with EHG, EHNG and Pleasants LLC, an indirect subsidiary of EHG, pursuant to which EH purchases all of the output produced by the generating facilities owned by EHG, EHNG and Pleasants LLC. EHG owns one coal-fired power station located in Ohio. Pleasants LLC owns one coal-fired power station located in West Virginia. EHNG owns three nuclear power stations (consisting of four licensed reactors) located in Ohio and Pennsylvania that are operated by EHN. Additional information regarding these generating facilities is included under “Properties” below.

Our retail business operates through EH, which supplies electricity to end-use customers through retail arrangements, including competitive retail sales to customers primarily in Ohio, Pennsylvania, Illinois, Michigan, New Jersey and Maryland, and the provision of partial provider of last resort and default service for some utilities in Ohio, Pennsylvania and Maryland. During

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<sup>1</sup> The PJM Region includes all or parts of Delaware, Illinois, Indiana, Kentucky, Maryland, Michigan, New Jersey, North Carolina, Ohio, Pennsylvania, Tennessee, Virginia, West Virginia and the District of Columbia. MISO covers all or parts of Arkansas, Illinois, Indiana, Iowa, Kentucky, Louisiana, Michigan and Minnesota.

the year ended December 31, 2019, EH delivered 27 TWhs of power to its retail customers and generated approximately 42 TWhs from its power stations.

**About Our Company**

EHC's headquarters are currently located at 341 White Pond Drive, Akron, OH 44320.

As of the date of this Report, the Company has approximately 2,600 employees.

**Management of Our Company**

The following individuals serve as Directors of EHC:

<u>Name</u>	<u>Title</u>
John Kiani	Executive Chairman, Director
John C. Blicke	Director
Stephen E. Burnazian	Director, Executive VP of Corporate Development, Corporate Secretary
Kevin T. Howell	Director
Douglas G. Johnston	Director
John W. Judge	Chief Executive Officer, Director
Jennifer R. Kneale	Director
John W. (Bill) Pitesa	Director

The following individuals serve as Officers of EHC:

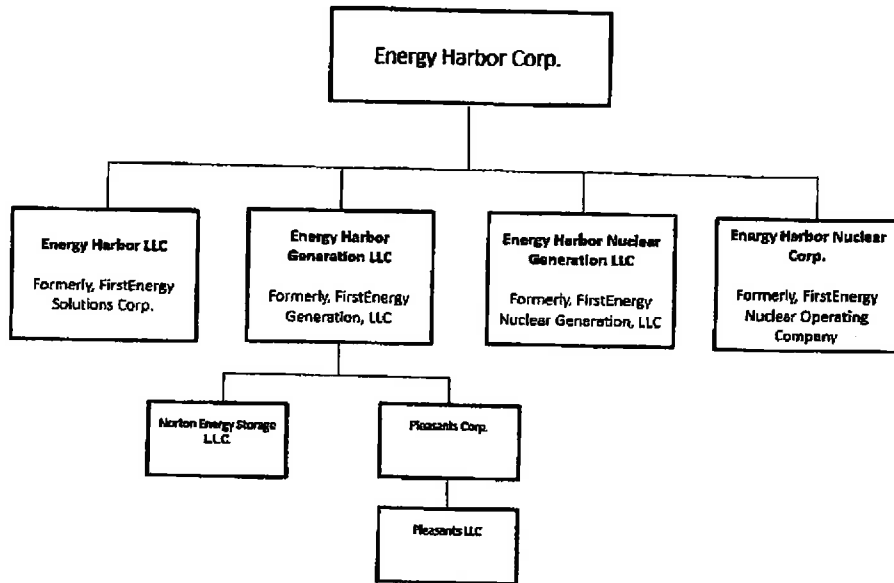
<u>Name</u>	<u>Title</u>
John W. Judge	Chief Executive Officer, Director
Stephen E. Burnazian	Director, Executive VP of Corporate Development, Corporate Secretary
David Faranetta	Chief Financial Officer, Treasurer, Chief Risk Officer
Jay Bellingham	Senior VP of Fossil

Dave Griffing	VP of Governmental Affairs
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Biographical information for the individuals listed above is included as Annex A hereto.

### Corporate Structure

The following chart is a simplified representation of the Company's current corporate structure:



### Emergence from Bankruptcy

On March 31, 2018 (the "Petition Date"), EH's predecessor, FirstEnergy Solutions Corp., together with EHG, EHNG, EHN and certain of its other affiliates and subsidiaries (collectively, the "Debtors"), filed voluntary petitions for relief (the "Bankruptcy Filing") under chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Ohio (the "Bankruptcy Court"). On October 16, 2019, the Bankruptcy Court entered an order confirming the Plan. On February 27, 2020 (the "Plan Effective Date"), the Plan became effective and the Debtors emerged from bankruptcy.

### Our Subsidiaries

#### 1. Energy Harbor LLC

Energy Harbor LLC, formerly known as FirstEnergy Solutions Corp., was organized under the laws of Ohio in 1997 and in connection with its emergence from bankruptcy was converted



into a Delaware limited liability company and renamed Energy Harbor LLC. EH sells power and provides energy-related products and services to retail and wholesale customers primarily in Illinois, Maryland, Michigan, New Jersey, Ohio and Pennsylvania.

The Company's retail business operates through EH, which supplies electricity to end-use customers through retail arrangements, including competitive retail sales to customers primarily in Ohio, Pennsylvania, Illinois, Michigan, New Jersey and Maryland, and the provision of partial provider of last resort and default service for some utilities in Ohio, Pennsylvania and Maryland. During the year ended December 31, 2019, EH delivered 27 TWhs of power to its retail customers and generated approximately 42 TWhs from its power stations.

## **2. Energy Harbor Nuclear Generation LLC**

Energy Harbor Nuclear Generation LLC, formerly known as FirstEnergy Nuclear Generation LLC, was organized under the laws of Ohio in 2005 and in connection with its emergence from bankruptcy was converted into a Delaware limited liability company and renamed Energy Harbor Generation LLC. EHNG owns three nuclear power stations, composed of two units at the Beaver Valley Power Station in Shippingport, PA ("Beaver Valley"), one unit at the Davis-Besse Nuclear Power Station in Oak Harbor, OH ("Davis-Besse"), and one unit at the Perry Nuclear Power Plant in Perry, OH ("Perry"). EHNG's power stations have an aggregate net demonstrated capacity of 4,048 megawatts ("MWs"). Although the Debtors had previously initiated steps to deactivate the Davis-Besse and Perry power stations, as a result of the passage in July 2019 of HB6 in Ohio referenced below, notices of deactivation to the NRC and PJM were withdrawn on July 26, 2019, and it is now expected that the Company will operate its Ohio nuclear facilities for the foreseeable future. See "RECENT DEVELOPMENTS – State Developments – Ohio" below.

## **3. Energy Harbor Nuclear Corp.**

Energy Harbor Nuclear Corp., formerly known as FirstEnergy Nuclear Operating Company, was organized under the laws of Ohio in 1998 and in connection with its emergence from bankruptcy was converted into a Delaware corporation and renamed Energy Harbor Nuclear Corp. Prior to the emergence date, EHN was a direct subsidiary of FirstEnergy Corp. Pursuant to its operating agreement with EHNG and NRC requirements, EHN is licensee and operator of the four nuclear generation units owned by EHNG. EHN provides engineering, supervisory, operating, maintenance, and other services that may be required to operate and maintain the nuclear facilities.

The NRC requires that licensees set aside sufficient funding for radiological decommissioning of nuclear power reactors. The range of funding required to be set aside depends on many factors, including the timing and sequence of the decommissioning program to be employed, the method of decommissioning cost analysis, the size and design of the reactor and facility, its location, labor costs and certain radioactive waste management costs. Pursuant to this

mandate, EHNG has obligations to fund four separate nuclear decommissioning trusts (“NDTs”), one for each unit. As of December 31, 2019, the NDTs had assets of approximately \$2 billion.

The following table summarizes the current operating license expiration for EHNG’s nuclear facilities in service:

Station	In-Service Date	Current License Expiration
Beaver Valley Unit 1	1976	2036
Beaver Valley Unit 2	1987	2047
Perry	1986	2026 <sup>2</sup>
Davis-Besse	1977	2037

#### 4. Energy Harbor Generation LLC

Energy Harbor Generation LLC, formerly known as FirstEnergy Generation LLC, was organized under the laws of Ohio in 2000 and in connection with its emergence from bankruptcy was converted into a Delaware limited liability company and renamed Energy Harbor Generation LLC. EHG owns and operates the coal-fired W.H. Sammis power station in Stratton, OH, which is composed of three units and has a net demonstrated capacity of 1,490 MWs. EHG currently sells the entire generation output from the station to EH.

##### i. Pleasants Corp.

Pleasants Corp., formerly known as FirstEnergy Generation Mansfield Unit 1 Corp., is a subsidiary of EHG and was organized under the laws of Ohio in 2007. In connection with its emergence from bankruptcy, it was converted into a Delaware corporation and renamed Pleasants Corp. Pleasants Corp.’s sole asset is the outstanding membership interest in Pleasants LLC.

##### a. Pleasants LLC

Pleasants LLC is a subsidiary of Pleasants Corp., and was organized as a limited liability company under the laws of Delaware on January 16, 2020. On January 30, 2020, Pleasants LLC acquired the Pleasants Power Station in Pleasant County, West Virginia (the “Pleasants Power”).

<sup>2</sup> Perry is capable of filing for a license renewal that would add 20 years to the operating license, resulting in a license expiration of 2046.

Station”), from Allegheny Energy Supply Company, LLC (“AE Supply”), an unregulated generation subsidiary of FirstEnergy Corp. The station is comprised of two coal-fired units each with a net demonstrated capacity of 650 MWs. Pleasants LLC currently sells the entire generation output from the station to EH.

**ii. Norton Energy Storage L.L.C.**

Norton Energy Storage L.L.C. (“NES”) is a subsidiary of EHG and was organized as a limited liability company under the laws of Delaware in 1999. NES is a non-operating entity that owns 92 acres of surface property in Norton, OH, and the rights to use the Norton Mine (formerly known as the Barberton Mine) for compressed air storage.

**Properties**

As of the date of this report, EHC owns the power stations shown in the table below. EHC's generating units are owned by EHNG, EHG and Pleasants LLC. Attached as Annex B hereto is a table that provides additional information about these power stations.

<b>Plant (Location)</b>	<b>Unit</b>	<b>Net Demonstrated Capacity (MWs)</b>
<b>Nuclear:</b>		
Beaver Valley (Shippingport, PA)	1	939
Beaver Valley (Shippingport, PA)	2	933
Davis-Besse (Oak Harbor, OH)	1	908
Perry (N. Perry Village, OH)	1	1,268
		4,048
<b>Super-critical Coal-fired:</b>		
Pleasants (Willow Island, WV)	1-2	1,300
W. H. Sammis (Stratton, OH)	5-7	1,490
		2,790
<b>Total</b>		6,838

EHC also owns various facilities that have been deactivated and/or are not currently operating.

## RECENT DEVELOPMENTS

This section of this Report is intended to provide investors with a summary of significant events that have occurred with respect to the Company subsequent to the filing of the Disclosure Statement. The Disclosure Statement, including the Risk Factors listed therein, should be carefully reviewed before making any investment decision with regard to purchase or sale of our outstanding securities.

### State Developments

#### Ohio

On July 23, 2019, Ohio Governor Mike DeWine signed the “Creates Ohio Clean Air Program” bill (“HB6”) into law.

HB6 encourages electricity production and use from clean air resources and facilitates investment to reduce emissions from other generating technologies that can be readily dispatched to satisfy demand in real time, and proactively engage the buying power of consumers in Ohio for the purpose of improving air quality in Ohio. The bill also phases out the Renewable Portfolio Standards and the Energy Efficiency / Peak Demand Reduction mandates. The new law is expected to generate approximately \$150 million annually for the two nuclear units in Ohio starting on January 1, 2020 for an initial term of seven years.

After HB6 was signed, several citizen activist groups, including, notably, the Ohioans Against Corporate Bailouts (the “OACB”), began petitioning for a referendum to repeal HB6 to be included on the Ohio ballot in November 2020. In order to meet the Ohio requirements for a referendum, the groups were required to collect 265,774 valid voter signatures from registered voters in at least half of Ohio’s 88 counties by October 21, 2019 (within 90 days of Governor DeWine signing HB6 into law). On September 4, 2019, FES filed a lawsuit with the Ohio Supreme Court asserting that the referendum effort is unconstitutional because HB6 levies a tax on Ohioans and tax bills are not subject to referendum. On November 27, 2019, the Ohio Supreme Court dismissed this claim based on a lack of justiciable controversy, as the opposition was unable to obtain the requisite signatures.

On October 7, 2019 the OACB filed a lawsuit against the Ohio Secretary of State, seeking declaratory judgement and preliminary injunction to enforce restrictions relating to their referendum rights and rights to freedom of speech. On October 23, 2019, the Court denied an injunction and requested the Ohio Supreme Court to rule on the case.

In January 2020, OACB withdrew its legal challenges to the law.

## **Pennsylvania**

On October 3, 2019, Governor Tom Wolf signed an executive order directing the Pennsylvania Department of Environmental Protection to develop rules to join the Regional Greenhouse Gas Initiative (“RGGI”) as a step to combat climate change. The Company cannot predict the timing or ultimate outcome of this initiative or how any future actions taken as a result thereof may materially impact its business, results of operations, cash flows and financial condition and the Company does not expect implementation of any new rules to occur until 2022 at the earliest.

The Company continues to have discussions with multiple environmental groups to broaden the coalition of support for carbon free generation. A final draft on the framework for a proposed Clean Energy Standard bill that would include a transition to RGGI has been completed. The coalition will now review the concepts with key legislators to determine its political viability. The Company continues to work with the Pennsylvania authorities on other sources of potential relief.

## **Ongoing Litigation**

### **OVEC**

As explained in the Disclosure Statement, the Debtors filed a number of motions to reject various power purchase agreements (“PPAs”) to which they are a party.

Specifically, in the *Motion to Reject Lease or Executory Contract/Motion for Entry of an Order Authorizing FirstEnergy Solutions Corp. and FirstEnergy Generation, LLC to Reject a Certain Multi-Party Intercompany Power Purchase Agreement with the Ohio Valley Electric Corporation as of the Petition Date* [Docket No. 44], the Debtors sought authority to reject a multi-party PPA (the “OVEC ICPA”) with the Ohio Valley Electric Corporation (“OVEC”), pursuant to which FES and several other power companies “sponsor” and purchase power generated by fossil fuel plants owned and operated by OVEC. The OVEC ICPA entitles FES to purchase 4.85% of the power that OVEC’s fossil-fuel plants generate until either the year 2040 or OVEC ceases to operate. In seeking to reject the OVEC ICPA, the Debtors asserted that such purchases are uneconomic for FES.

In the *Motion to Reject Lease or Executory Contract/Motion for Entry of an Order Authorizing FirstEnergy Solutions Corp. and FirstEnergy Generation, LLC to Reject Certain Energy Contracts as of the Petition Date* [Docket No. 45] (the “Energy Contracts Rejection Motion”), the Debtors sought authority to reject eight renewable PPAs (and one additional PPA that later expired on its own terms). Following the filing of the Energy Contracts Rejection Motion on April 1, 2018, the Debtors worked with many of the PPA counterparties to resolve issues raised by the Energy Contracts Rejection Motion. Specifically, the Debtors entered into stipulations under which all but one of the counterparties to the PPAs agreed to the rejection of their respective PPAs. The Debtors have also agreed to the allowed amount of Claims against FES arising from

such rejection with each of these counterparties. One party, Maryland Solar LLC (“MD Solar”), did not stipulate to the rejection of its contract in the Energy Contracts Rejection Motion and continues to litigate with the Debtors regarding such rejection and any claims arising therefrom.

During the course of the Debtors’ chapter 11 cases, the Court issued a preliminary injunction, which enjoined FERC from taking certain actions that would interfere with the Court’s jurisdiction over the rejection of power purchase agreements. The Court also entered orders authorizing the rejection of the OVEC ICPA and the MD Solar power purchase agreement. The Debtors remain in litigation with FERC, OVEC and MD Solar regarding the rejection of their respective contracts and the preliminary injunction issued with respect to FERC.

On December 12, 2019 the Sixth Circuit issued a ruling affirming the ruling in part, reversing in part and remanding in part the orders of the Bankruptcy Court relating to the preliminary injunction against FERC and the rejection of the OVEC and MD Solar contracts. The Sixth Circuit stated that while it agreed that the Bankruptcy Court had superior jurisdiction to authorize the rejection of power purchase agreements, FERC should have been able to assert its views on the impact of the rejection in connection with such adjudication. The Sixth Circuit also said the Bankruptcy Court should have taken into consideration the public’s interest as part of the adjudication of the rejection of the power purchase agreements.

The appellants have sought rehearing of the appeal at the Sixth Circuit, which request remains pending at this time. To the extent the requests for rehearing are denied, the matter will be referred back to the Bankruptcy Court for further proceedings in accordance with the Sixth Circuit’s ruling.

#### **Disputed Claims Reserve Under the Plan**

Under the terms of the Plan, a disputed claims reserve (the “Disputed Claims Reserve”) was established on the Plan Effective Date with respect to disputed claims. The cash necessary to make distributions to holders of disputed claims under the Plan based on the amount of the disputed claims asserted by the claimants against the Debtors was deposited in the Disputed Claims Reserve. The aggregate amount deposited in the Disputed Claims Reserve on the Plan Effective Date was approximately \$400 million and includes funds reserved with respect to certain claims filed against various Debtors by the United States Enrichment Corporation and American Centrifuge Enrichment and the claims of OVEC and MD Solar described above. The plan administrator will be responsible for prosecuting all litigation with respect to disputed claims after the Plan Effective Date. As disputed claims are allowed or disallowed, in whole or in part, by the Bankruptcy Court, initial and subsequent distributions will be made by the plan administrator to holders of allowed claims from the funds in the Disputed Claims Reserve and the portion of the cash which would have been distributed to holders of allowed claims in subsequent distributions that elected to receive equity instead of cash will be distributed to the Company.

### **Pleasants Power Station Sale**

On January 30, 2020, Pleasants LLC acquired the Pleasants Power Station from AE Supply. In connection with the closing, Pleasants LLC paid AE Supply approximately \$65 million, which included economic interest of the facility since January 1, 2019, and the purchase of inventory at the facility as of the closing date. In connection with the ongoing operation of the facility, AE Supply provides access to the McElroy's Run CCR Impoundment Facility for disposal activities pursuant to the terms of a disposal cost sharing and access agreement between the parties.

### **New Holding Company Guaranty**

Since 2006, EH's funded debt obligations have been generally guaranteed by EHG and EHNG, and EH has guaranteed the debt obligations of each of EHG and EHNG. At the Plan Effective Date, EHC entered into an unsecured guarantee of certain specified reinstated secured debt of EHG and EHNG as of such date (the "Reinstated PCNs"). Accordingly, as of the Plan Effective Date, holders of the Reinstated PCNs will have claims against each of EHC, EH, EHG and EHNG, regardless of whether their primary obligor is EHG or EHNG.

### **New Credit Rating**

On February 27, 2020, Moody's Investors Service assigned the Company a credit rating of Baa3, with a Stable outlook.

### **Bruce Mansfield Deactivation**

EHG owns the coal-fired Bruce Mansfield Plant in Shippingport, PA, which is composed of three units. Mansfield Units 1 and 2 were deactivated as of February 5, 2019 and Unit 3 was deactivated on November 7, 2019.

## **CAPITAL STRUCTURE MANAGEMENT**

The Board of Directors of the Company has authorized the Company's management to repurchase opportunistically up to \$500 million of the Company's outstanding common stock, par value \$0.001 per share (the "Common Stock"). The Company expects to repurchase Common Stock from time to time over the next six months in the open market or by other means in accordance with federal securities laws and regulations.

The actual timing, number and value of shares repurchased will be determined by management and will depend on a number of factors, including market prices, general market and economic conditions and compliance with applicable legal requirements. There is no guarantee as to the number of shares that will be repurchased and the Company may extend, suspend or discontinue purchasing its shares at any time without notice.

We anticipate that the funds necessary to purchase the Common Stock will come from cash on hand.

## **DESCRIPTION OF CAPITAL STOCK**

### **Shares Authorized and Outstanding**

We are authorized by our Amended and Restated Certificate of Incorporation to issue 500,000,000 shares of Common Stock, of which approximately 100,000,000 shares were issued and outstanding as of the date of the Report (including shares reserved for issuance pending final resolution of claims in connection with the Bankruptcy Cases), and 5,000,000 shares of preferred stock, par value \$.001 per share. We have also reserved for issuance 8,108,000 shares of Common Stock in connection with the Company's management incentive plan.

### **Transfer Agent and Registrar**

The Transfer Agent and Registrar for our common stock is American Stock Transfer & Trust Company, LLC, P.O. Box 2016, New York, New York, 10272-2016.



## **PART II**

### **FINANCIAL INFORMATION**

Included in this Part II are the unaudited financial statements of FirstEnergy Solutions Corp. and its subsidiaries as of, and for the years ended, December 31, 2019 and December 31, 2018. In addition, this Part II includes a projected summary balance sheet of the Company as of the Plan Effective Date (the "Projected Balance Sheet") and certain supplemental financial data for the year ended December 31, 2019, including Adjusted EBITDA and a reconciliation of Adjusted EBITDA to Net Loss (the "Supplemental Financial Data").

### **DISCLAIMER**

Each of the Company's subsidiaries (except for Pleasants LLC as a non-Debtor) emerged from bankruptcy on February 27, 2020, which resulted in significant reduction to liabilities and a new capital structure. The unaudited financial statements for the two years ended December 31, 2019 included herein reflect periods for the predecessor company, FirstEnergy Solutions Corp. and its subsidiaries, and therefore do not reflect the terms implemented in the confirmed Plan. The audited financial statements for the year ended December 31, 2017, available elsewhere on the Investor Website, reflect periods for the predecessor company, FirstEnergy Solutions Corp., and its subsidiaries, and therefore do not reflect the terms implemented in the confirmed Plan. The Company expects to apply fresh start accounting beginning on the Plan Effective Date. As a result of the application of fresh start accounting and the effects of the implementation of the Plan, the consolidated financial statements after the Plan Effective Date will not be comparable with the consolidated financial statements on or prior to that date. For more information regarding our financial performance and expenses during the bankruptcy process, see the monthly operating reports on the Investor Website.

The financial information contained in this Report is unaudited, limited in scope and does not include financial statement footnotes. Furthermore, the financial information contained herein has not been subjected to the same level of accounting review and testing that the Company will apply to the preparation of its audited annual financial information to be prepared and released later in 2020. Accordingly, the financial information included herein may be subject to change, and these changes could be material. The initial audit of the fiscal years ended December 31, 2018 and December 31, 2019 is not expected to be completed until later in 2020 and the financial information contained in this Report may change materially after such audit has been completed. The Company is required by its Stockholders Agreement, dated as of February 27, 2020, to provide its stockholders with unaudited consolidated financial statements of FirstEnergy Solutions Corp. and its subsidiaries for the fiscal year ended December 31, 2019, prepared in accordance with GAAP, no later than March 31, 2020. The Company expects to post such financial statements on the Investor Website.

The results of operations contained herein are not necessarily indicative of results which may be expected from any other period and may not necessarily reflect the consolidated results of

operations, financial position and schedule of receipts and disbursements of the Company in the future. There can be no assurance that such information is complete and this Report may be subject to revision.

The Projected Balance Sheet and the Supplemental Financial Data have not been prepared in accordance with GAAP and do not include all relevant adjustments. The Projected Balance Sheet is based on certain assumptions regarding sources and uses in connection with the Effective Date and should be considered preliminary. The Projected Balance Sheet remains subject to change based on final sources and uses and the Company's accounting procedures. The Projected Balance Sheet and the Supplemental Financial Data have been prepared solely to provide further information regarding the Company's current financial condition and historical results with respect to the business of the Company.

FirstEnergy Solutions Corp.  
(Debtor-in-Possession)  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
(Unaudited)

<i>(In millions)</i>	<u>For the Years Ended December 31,</u>	
	<u>2019</u>	<u>2018</u>
<b>STATEMENTS OF OPERATIONS</b>		
<b>REVENUE</b>		
Electric sales		
Total revenues	\$ 1,970	\$ 2,614
	<u>1,970</u>	<u>2,614</u>
<b>OPERATING EXPENSES</b>		
Fuel	250	327
Purchased power	362	622
Other operating expenses	1,137	1,332
Provision for depreciation	168	181
General taxes	46	52
Impairment of assets and related charges	-	503
Total operating expenses	<u>1,963</u>	<u>3,017</u>
<b>OPERATING INCOME (LOSS)</b>	7	(403)
<b>OTHER INCOME (EXPENSE)</b>		
Miscellaneous income (loss)	238	(19)
Pension and OPEB mark-to-market adjustment	(327)	(28)
Interest expense - affiliates	(33)	(24)
Interest expense - other (contractual interest of \$104 and \$124)	(20)	(49)
Capitalized interest	-	1
Total other expense	<u>(142)</u>	<u>(119)</u>
<b>REORGANIZATION ITEMS, NET</b>	119	2,250
<b>LOSS BEFORE INCOME TAX EXPENSE</b>	(254)	(2,772)
<b>INCOME TAX EXPENSE</b>	40	1,694
<b>NET LOSS</b>	<u>\$ (294)</u>	<u>\$ (4,466)</u>
<b>STATEMENTS OF COMPREHENSIVE LOSS</b>		
<b>NET LOSS</b>	\$ (294)	\$ (4,466)
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>		
Pension and OPEB prior service costs	(6)	(14)
Amortized gains on derivative hedges	3	3
Change in unrealized gain on available-for-sale securities	37	12
Other comprehensive income	<u>34</u>	<u>1</u>
Income taxes on other comprehensive income	8	18
Other comprehensive income (loss), net of tax	<u>26</u>	<u>(17)</u>
<b>COMPREHENSIVE LOSS</b>	<u>\$ (268)</u>	<u>\$ (4,483)</u>

FirstEnergy Solutions Corp.  
(Debtor-in-Possession)  
CONSOLIDATED BALANCE SHEET  
(Unaudited)

<i>(In millions)</i>	December 31,	
	2019	2018
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 932	\$ 1,092
Restricted cash	9	3
Receivables		
Customers, net	124	169
Affiliated companies	204	107
Materials and supplies	95	94
Derivatives	37	11
Collateral	122	124
Prepaid taxes and other	163	31
	1,686	1,631
<b>PROPERTY, PLANT AND EQUIPMENT</b>		
In service	166	370
Less - Accumulated provision for depreciation	72	166
	94	204
Construction work in progress	32	7
	126	211
<b>INVESTMENTS</b>		
Nuclear plant decommissioning trusts	2,086	1,781
Other	8	9
	2,094	1,790
<b>DEFERRED CHARGES AND OTHER ASSETS</b>		
Property taxes	19	21
Derivatives	20	-
Other	385	380
	424	401
	\$ 4,330	\$ 4,033

FirstEnergy Solutions Corp.  
(Debtor-in-Possession)  
**CONSOLIDATED BALANCE SHEET**  
(Unaudited)

<i>(In millions)</i>	December 31,	
	2019	2018
<b>LIABILITIES AND CAPITALIZATION</b>		
<b>CURRENT LIABILITIES</b>		
Short-term borrowings - affiliated companies	\$ 57	\$ 171
Accounts payable	329	252
Accrued taxes	165	127
Accrued interest	45	25
Derivatives	25	9
Other	254	180
	875	764
<b>CAPITALIZATION</b>		
Common stockholder's deficit		
Common stock, without par value, authorized 750 shares - 7 shares outstanding as of December 31, 2019 and 2018	3,753	3,751
Accumulated other comprehensive income	39	13
Accumulated deficit	(10,609)	(10,315)
Total common stockholder's deficit	(6,817)	(6,551)
Long-term debt and other long-term obligations	612	612
	(6,205)	(5,939)
<b>NONCURRENT LIABILITIES</b>		
Deferred gain on sale and leaseback transaction	656	689
Retirement benefits	105	74
Asset retirement obligations	2,189	2,044
Other	623	323
Liabilities subject to compromise	6,087	6,078
	9,660	9,208
	\$ 4,330	\$ 4,033

FirstEnergy Solutions Corp.  
(Debtor-in-Possession)  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT  
(Unaudited)

<i>(In millions, except share amounts)</i>	Common Stock		Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Deficit
	Number of Shares	Carrying Value			
Balance, December 31, 2017	7	\$ 3,749	\$ 81	\$ (5,900)	\$ (2,070)
Net loss				(4,466)	(4,466)
Adoption of ASU 2016-01			(57)	57	-
Adoption of ASU 2018-02			6	(6)	-
Change in unrealized gain on investments, net			(6)		(6)
Pension and OPEB, net			(11)		(11)
Stock-based compensation		2			2
Balance, December 31, 2018	7	3,751	13	(10,315)	(6,551)
Net loss				(294)	(294)
Amortized gain on derivative hedges, net			2		2
Change in unrealized gain on investments, net			28		28
Pension and OPEB, net			(4)		(4)
Stock-based compensation		2			2
Balance, December 31, 2019	7	\$ 3,753	\$ 39	\$ (10,609)	\$ (6,817)

FirstEnergy Solutions Corp.  
(Debtor-in-Possession)  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

<i>(In millions)</i>	For the Years Ended December 31,	
	2019	2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (294)	\$ (4,466)
Adjustments to reconcile net loss to net cash from operating activities		
Reorganization items, net	119	2,250
Depreciation and amortization	171	186
Investment impairments	8	33
Deferred income taxes and investment tax credits, net	(13)	1,755
Deferred costs on sale and leaseback transaction, net	49	49
(Gain) loss on investment securities held in trusts	(214)	94
Unrealized (gain) loss on derivative transactions	(16)	7
Gain on asset sales	(39)	(7)
Pension and OPEB mark-to-market adjustment	327	28
Impairment of assets and related charges	-	503
Change in current assets and liabilities		
Receivables	(57)	155
Materials and supplies	(1)	83
Prepaid taxes and other	12	(13)
Accounts Payable	(41)	(74)
Other current liabilities	43	56
Cash collateral, net	1	12
Other	(9)	(168)
Net cash provided from operating activities	<u>46</u>	<u>483</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Short-term (lending to) borrowings from affiliates, net	(106)	713
Net cash (used for) provided from financing activities	<u>(106)</u>	<u>713</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Property additions	(27)	(72)
Proceeds from asset sales	-	31
Sales of investment securities held in trusts	548	706
Purchase of investment securities held in trusts	(614)	(768)
Other	(1)	(2)
Net cash used for from investing activities	<u>(94)</u>	<u>(105)</u>
Net change in cash, cash equivalents and restricted cash	(154)	1,091
Cash, cash equivalents and restricted cash at beginning of period	1,095	4
Cash, cash equivalents and restricted cash at end of period	<u>\$ 941</u>	<u>\$ 1,095</u>

**Energy Harbor Corp.**  
**Supplemental Financial Data**

<i>(In millions)</i>	YTD 12/31/2019
<b>REVENUES</b>	
Retail sales	\$1,315
Wholesale revenue	341
Capacity revenue	314
Total revenue	1,970
Variable costs	710
Variable margin	1,260
O&M and other costs, net	1,123
Adjusted EBITDA <sup>(1)</sup>	\$137

<sup>(1)</sup> Adjusted EBITDA is a non-GAAP financial measure adjusted for special items. See below for a reconciliation of Adjusted EBITDA to Net Loss as calculated pursuant to GAAP.

**Reconciliation of Adjusted EBITDA to GAAP Net Loss (In millions)**

Adjusted EBITDA	\$137
Special items:	
Mark-to-market results on pension/investments/derivatives	(69)
Write-off of capital expenditures while in bankruptcy	(121)
Sale leaseback costs while in bankruptcy and gain on plan sale	(10)
Miscellaneous settlement activity	30
Interest	(53)
Taxes	(40)
Depreciation	(168)
Net Loss (GAAP)	(\$294)



**Energy Harbor Corp.**  
**Projected Balance Sheet as of the Plan Effective Date**

---

*(In millions)*

<b>ASSETS</b>	
Cash & Cash Equivalents	\$1,048
Accounts Receivable	158
Materials & Supplies	115
Other Current Asset	197
<b>Total Current Assets</b>	<b>1,518</b>
Plant, Property & Equipment	744
Nuclear Decommissioning Trust	2,110
Other Long Term Assets	298
<b>Total Assets</b>	<b>\$4,670</b>
<b>CURRENT LIABILITIES</b>	
Accounts Payable	\$131
Other Current Liabilities	101
<b>Total Current Liabilities</b>	<b>232</b>
<b>NON-CURRENT LIABILITIES</b>	
Asset Retirement Obligation	2,214
Other Non-Current Liabilities	62
Other Long Term Debt	431
<b>Total Liabilities</b>	<b>\$2,939</b>
Stockholders' Equity	\$1,731
<b>Total Liabilities &amp; Equity</b>	<b>\$4,670</b>

**DISCLAIMER**

This Supplemental Financial Data and Projected Balance Sheet have not been prepared in accordance with GAAP and do not include all relevant adjustments. The Projected Balance Sheet is based on certain assumptions regarding sources and uses in connection with the Effective Date and should be considered preliminary. The Projected Balance Sheet remains subject to change based on final sources and uses and the Company's accounting procedures. The Projected Balance Sheet and the Supplemental Financial Data have been prepared solely to provide further information regarding the Company's current financial condition and historical results with respect to the business of the Company.

## ANNEX A

### **Director & Officer Biographies**

**John Kiani, Executive Chairman.** Prior to his role with the Company, Mr. Kiani was the Co-Founder and a Portfolio Manager at Cove Key Management, a multi strategy investment fund focused on utilities, power, commodities and infrastructure. Mr. Kiani has also previously worked as a Research Analyst on Wall Street where he was ranked as one of the top analysts for his Independent Power Producer industry research and stock picking. Most recently he served as a Managing Director at Deutsche Bank where he was head of North American Utilities, Power and Pipelines equity research. Mr. Kiani has extensive energy industry experience and began his finance career in the power industry at Enron. Mr. Kiani graduated from the University of Michigan with a Bachelor of Arts degree and from Rice University with a Master's of Business Administration.

**John W. Judge, CEO and Director.** Mr. Judge was named to his current role in February 2019. Mr. Judge has more than 25 years of management and leadership experience in the telecom and energy industries, and prior to his role with the Company, most recently served as Chief Risk Officer of FirstEnergy Corp. Mr. Judge graduated from the University of Miami with a Bachelor of Arts degree in economics and international studies and earned a Master's of Business Administration from Georgetown University. He has completed the Reactor Technology Course for Utility Executives at MIT.

**Stephen E. Burnazian, Executive Vice President, Corporate Development, and Director.** Mr. Burnazian was appointed to his current role in March 2019. He previously served as Senior Vice President with Avenue Capital Group, where he focused on principal investments in the merchant power, infrastructure and utility industries. Mr. Burnazian holds a Bachelor of Arts degree from Emory University. Additionally, he holds the Chartered Financial Analyst® designation.

**Douglas G. Johnston, Director.** An independent director of the Company beginning on February 27, 2020, Mr. Johnston specializes in corporate-backed industrial development in the energy, utility, building materials, metals and commodities sectors and serves as Nuveen's lead analyst covering the Company. He holds a Bachelor of Arts from Wheaton College. Additionally, he holds the Chartered Financial Analyst® designation and is a member of the CFA Institute and the CFA Society of Chicago.

**Jennifer R. Kneale, Director.** An independent director of the Company beginning on February 27, 2020, Ms. Kneale is the senior finance executive at Targa Resources where she is responsible for the key financial, accounting and risk management functions. At Targa, she has worked on a number of M&A transactions, including both the acquisition of and divestiture of assets, and the formation of capital raising joint ventures with private equity and strategic partners. Prior to joining Targa, Ms. Kneale worked in private equity, structured commodities transactions, asset management and investment banking. She holds a Bachelor of Arts in economics, policy studies and managerial studies from Rice University.

**John W. (Bill) Pitesa, Director.** An independent director of the Company beginning on February 27, 2020, Mr. Pitesa is a veteran of the nuclear energy industry with 40 years of experience. Mr. Pitesa served as Chief Nuclear Officer for Duke Energy, where he led the company's industry leading nuclear organization with ownership and operation of six nuclear plants. Mr. Pitesa was also the Chief Nuclear Officer of the Nuclear Energy Institute for a term from 2017-2018. Mr. Pitesa holds a Bachelor of Science in electrical engineering from Auburn University and is a graduate of Harvard's Advanced Management Program.

**Kevin T. Howell, Director.** An independent director of the Company beginning on February 27, 2020, Mr. Howell has substantial power industry experience. He previously served as Chief Operating Officer at Dynegy Inc. during the company's restructuring in 2011 and oversaw plant and commercial operations and environmental, health and safety. Prior to joining Dynegy, Mr. Howell served as President of NRG Texas and Reliant Energy, in addition to senior roles at Dominion Resources and Duke Energy. Mr. Howell also serves as a director for TexGen LLC and Homer City Holdings, LLC.

**John C. Blickle, Director.** Mr. Blickle has been an independent director of FES since November 2016 and has provided thoughtful guidance for the business and oversight of the restructuring process. Mr. Blickle became an independent director of the Company on February 27, 2020. Mr. Blickle currently serves as president of Rubber City Arches, a franchisee of numerous McDonald's restaurants in Northeast Ohio. In addition to his role as a Director with FES, Mr. Blickle serves as a director on several corporate and philanthropic boards in the Akron, Ohio area. He received a Bachelor of Science in business administration from the University of Akron and a Juris Doctorate from the University of Akron School of Law.

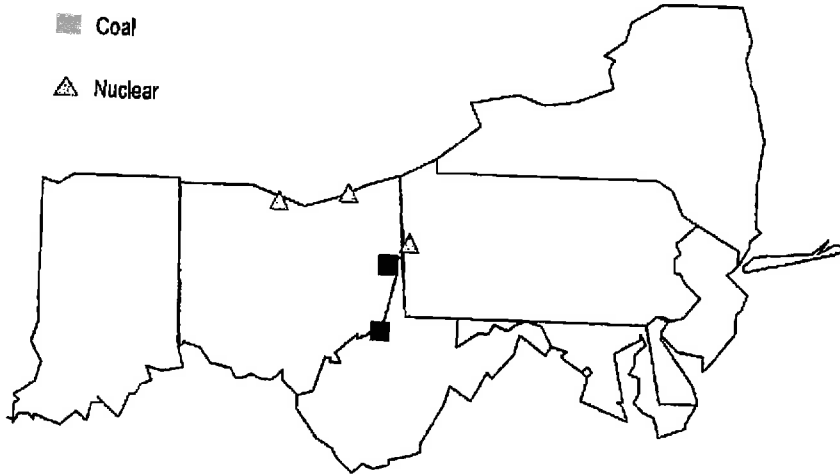
**Jay Bellingham, Senior Vice President of Fossil Energy.** Mr. Bellingham began his energy career in 1980 as a corporate engineer with the Potomac Electric Power Company in Washington, DC. In 2000, Mr. Bellingham started a distinguished career working with several Independent Power Producers such as Mirant, GenOn and NRG Energy, where he retired in 2017 as Regional Vice President of Operations for their western region. During the past two years, Mr. Bellingham has worked as a consultant in the power industry prior to joining the Company in his present role in 2019.

**David Griffing, Vice President of Governmental Affairs.** Mr. Griffing began his career with FES in 2001, holding numerous positions with that company. Mr. Griffing assumed his current position in 2018. Prior to his time with FES, Mr. Griffing held numerous positions at Owens Corning. Mr. Griffing earned Bachelor of Science degrees in Business Administration in Materials Management and Operations Management from Bowling Green State University.

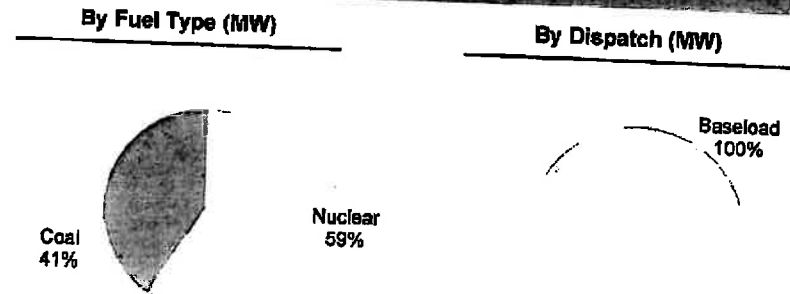
**David Faranetta, Chief Financial Officer, Treasurer and Chief Risk Officer.** Prior to joining the Company in his present role in 2020, Mr. Faranetta served as CFO of TXU Energy and electricity generator and wholesaler Luminant. Prior to that, Mr. Faranetta served as Senior Vice President of Planning and Treasury at Dallas-based VistraEnergy. Mr. Faranetta holds a bachelor's degree in economics from Moravian College and a Masters of Business Administration from Lehigh University.

# Annex B – Generation Fleet Summary

## Generation Asset Footprint



## Portfolio Capacity



POWER PLANT	COD	FUEL TYPE	TURBINE TYPE	ISO / NERC REGION	DISPATCH	2019 OUTPUT (TWh)	CAPACITY (MW)	CAPACITY % OF TOTAL
<b>Nuclear</b>								
Beaver Valley	1976	Nuclear	Nuclear					
Davis-Besse	1977	Nuclear	Nuclear	PJM	Baseload	15.5	1,872	27%
Perry	1987	Nuclear	Nuclear	PJM	Baseload	7.8	908	13%
<b>Subtotal</b>				PJM	Baseload	9.2	1,268	19%
<b>Fossil</b>								
W.H. Sammis	1959	Coal	Steam Turbine					
Pleasants	1979	Coal	Steam Turbine	PJM	Baseload	3.9	1,490	22%
<b>Subtotal</b>				PJM	Baseload	4.9	1,300	19%
<b>TOTAL</b>						8.8	2,790	41%
						41.3	6,838	100%



JPMorgan Chase Bank, N.A.  
 P O Box 182051  
 Columbus, OH 43218-2051

February 29, 2020 through March 31, 2020  
 Account Number: 000000 [REDACTED]

**CUSTOMER SERVICE INFORMATION**

**If you have any questions about your statement, please contact your Customer Service Professional.**

00025141 DDA 802 211 09220 NNNNNNNNNNN 1 000000000 61 0000

ENERGY HARBOR LLC  
 341 WHITE POND DRIVE  
 AKRON OH 44320-1119



**CHECKING SUMMARY**

Commercial Checking With Interest

	INSTANCES	AMOUNT
<b>Beginning Balance</b>		<b>\$232,146,676.84</b>
Deposits and Additions	57	14,077,186,628.85
Checks Paid	11	- 170,049.36
Electronic Withdrawals	57	- 279,576,779.76
Other Withdrawals, Fees & Charges	22	- 13,775,725,769.15
<b>Ending Balance</b>	<b>147</b>	<b>\$253,860,707.42</b>

Annual Percentage Yield Earned This Period	0.65%
Interest Paid This Period	\$135,569.48
Interest Paid Year-to-Date	\$781,768.49

Interest paid in 2019 for account 000000 [REDACTED] was \$4,937,988.63.

**DEPOSITS AND ADDITIONS**

DATE	DESCRIPTION	AMOUNT
03/02	JPMorgan Mmmf Redemption 100% US Treasury Capital 3163 29921900 Trn: 0621013416Xj	\$772,364,313.14
03/02	Book Transfer Credit B/O: Firstenergy Service Company Akron OH 44308-1812 US Trn: 1185100062Zm	11,864,906.75
03/02	JPMorgan Mmmf Dividend 100% US Treasury Capital 3163 29921900 Trn: 0621009531Xj	682,157.22
03/03	JPMorgan Mmmf Redemption 100% US Treasury Capital 3163 29921900 Trn: 0631000160Xj	755,193,147.20
03/03	Book Transfer Credit B/O: Firstenergy Service Company Akron OH 44308-1812 US Trn: 1130600063Zm	3,788,845.43
03/04		767,058,052.95

**EXHIBIT 4**  
**(12 PAGES)**



MOBIUS RISK GROUP, LLC.  
ADVISORY MASTER SERVICES AGREEMENT

This Advisory Master Services Agreement ("Agreement") is entered into as of November \_\_, 2019 by and between Mobius Risk Group, LLC ("Mobius"), a Texas limited liability company, with a principal office located at 5847 San Felipe St. Suite 2502 Houston, Texas 77057, and FirstEnergy Solutions Corp. ("Client") with a principal office located at 341 White Pond Drive, Akron, Ohio 44320. Collectively, Mobius and Client are referred to as the Parties and individually as the Party. The Agreement set forth below supersedes all previous and existing Agreements by and between the Parties.

The Parties desire to set out herein their respective rights, duties and responsibilities toward each other in connection with the Scope of Work as set forth below.

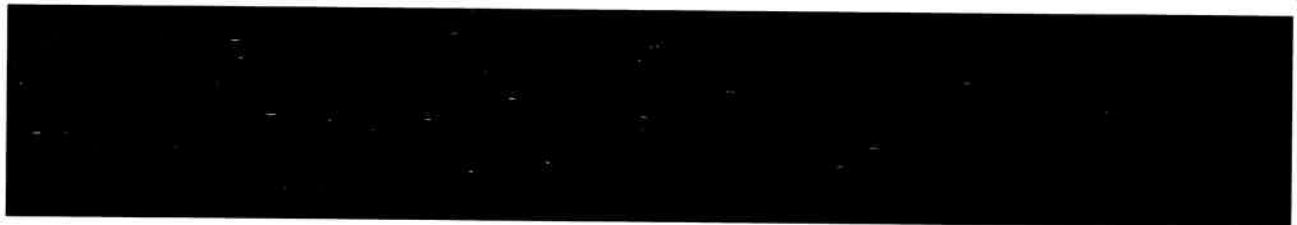
**SCOPE OF WORK**

---

Client hereby engages Mobius to perform, and Mobius hereby agrees to perform the Scope of Work more specifically described in Exhibit A with due diligence and reasonable care, utilizing qualified individuals with extensive experience and background in the energy industry and in accordance with the provisions of this Agreement.

**TERM**

---



**FEE**

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**EXPENSES**

---

Client shall pay Mobius' Reimbursable Expenses (pre-approved by Client) incurred by Mobius in connection with its performance of this Agreement. "Reimbursable Expenses" means all reasonable costs and expenses for copy and reproduction, delivery, travel out of area, mileage, lodging, meals and other

Mobius:

Client:

project related incidental costs. All undisputed invoices for Reimbursable Expenses are payable within 30 days of receipt of invoice.

**CONFIDENTIALITY**

---

Mobius and Client each recognize that, during the course of Mobius performing the Scope of Work, the Nondisclosure Agreement ("NDA") executed between the Parties on October 25, 2019 is in full force and effect, and is herein incorporated by reference. To the extent that the term of this Agreement exceeds the stated term set forth in the NDA, the term of the NDA shall be extended and effective throughout the term of this Agreement.

**LIMITATION OF LIABILITY**

---

Neither Party, its affiliates, nor their respective employees, officers, directors or members shall be liable to the other Party, its affiliates, or their respective employees, officers, directors or members, whether based in contract, in tort (including negligence and strict liability), under warranty, or otherwise, for any consequential, indirect, punitive, incidental, exemplary or special loss or damage arising from loss of use, loss of productive resources, loss of opportunity or anticipated profits, damages to good will or reputation or punitive or speculative damages.

**COMPLIANCE WITH LAWS AND RULES**

---

Each party warrants that it shall not request the other party to conduct itself directly or indirectly in a manner that contravenes any laws, rules or regulations, including, but not limited to, directly or indirectly making any illegal payments or improper activities that violate the laws of the jurisdictions in which such party is performing its obligations hereunder or under the Scope of Work or violate any laws of the United States of America. Mobius warrants that it shall perform all services and the Scope of Work in compliance with all applicable laws.

**WARRANTY**


---


Mobius warrants that the services provided under any Scope of Work will be conducted in a manner consistent with the highest generally accepted level of care and skill ordinarily exercised by professionals performing services of a nature similar to the services to be performed hereunder.

**INTELLECTUAL PROPERTY RIGHTS**

---

Mobius agrees and acknowledges that unless otherwise set forth in an applicable Scope of Work, Client shall be deemed to be the owner of natural gas model created by Mobius and any and all other intellectual property, ideas, discoveries, inventions or other deliverables created by Mobius during the course of performing services for Client under this Agreement, including but not limited to any drawings,

Mobius: 

Client: 



specifications, data, models, calculations, reports, documentation and designs, whether or not patentable, registrable as a copyrightable work or registrable as a trademark or service mark. All of such items shall become the property of Client and Client shall own all intellectual property rights therein (including the rights to any patent, trademark or service mark, trade secret and copyright). Any works of authorship conceived or recorded by Mobius during the term of the Agreement pertaining to the services shall be done as "work made for hire" as defined and used in the Copyright Act of 1976, 17 U.S.C. § 1, et seq. Client, as the entity for which the work of authorship is prepared, shall own all right, title and interest in and to such materials, including the entire copyright therein.

**GOVERNING LAW AND VENUE**

---

This Agreement shall be governed by and construed in accordance with the laws of the State of Ohio, without giving effect to conflict of law rules. Each Party hereby irrevocably submits to the exclusive jurisdiction of any state or federal court located in Summit County, Ohio over any action or proceeding to enforce or defend any rights arising out of or under this agreement and agrees not to file any suit or proceeding elsewhere.

**NOTICES**

---

Any notice required by this Agreement or given in connection with it, shall be in writing and shall be given to the appropriate party by personal delivery or by certified mail, postage prepaid, or recognized overnight delivery services:

TO: Mobius  
Mobius Risk Group, LLC  
5847 San Felipe St. Suite 2502  
Houston, TX 77057  
Attn: Contract Administration

TO: Client  
FirstEnergy Solutions Corp.  
341 White Pond Drive  
Akron, OH 44320  
Attn: Legal Department

**SEVERABILITY**

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In the event that any provision or part of this Agreement is held to be unenforceable or invalid by any court of competent jurisdiction, the Parties shall negotiate an equitable adjustment in lieu thereof and the validity and enforceability of the balance of this Agreement shall remain unaffected.

**FINAL AGREEMENT**

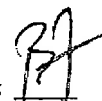
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This Agreement terminates and supersedes all prior understandings or agreements on the subject matter hereof. This Agreement may be modified only by a further writing that is duly executed by both Parties.

Mobius:



Client:



**ASSIGNMENT**

---

All rights and obligations herein contained shall inure to the benefit of and be binding upon Mobius and Client and their successors and permitted assigns, but neither Client nor Mobius shall assign any rights or obligations under this Agreement without the prior written consent of the other Party, which consent may not be unreasonably withheld or delayed. Client may assign this Agreement to a successor pursuant to a bankruptcy process.

The Parties may assign this Agreement, in whole or in part, to any affiliated entity.

**HEADINGS**

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Headings used in this Agreement are provided for convenience only and shall not be used to construe meaning or intent.

**MODIFICATION AND WAIVER**

---

The failure of either Party to exercise any rights under this Agreement for a breach thereof shall not be deemed to be a waiver of such rights or a waiver of any subsequent breach. No change, modification, or waiver of any provision of this Agreement shall be valid or binding unless it is in writing dated after the date hereof and signed by the parties intended to be bound.

**DULY AUTHORIZED SIGNATORIES**

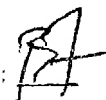
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Each Party represents and warrants that its signatory whose signature appears below has been and is on the date of this Agreement duly authorized by all necessary corporate or other appropriate action to execute this Agreement. This Agreement may be executed with electronic signatures, and such electronic signatures shall be valid and binding on the Parties.

Mobius: \_\_\_\_\_



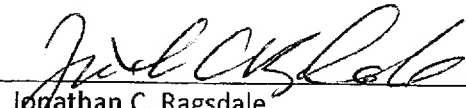
Client: \_\_\_\_\_

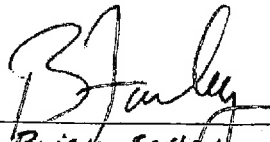



IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed as of November 6, 2019.

MOBIUS RISK GROUP, LLC

FIRSTENERGY SOLUTIONS CORP.

By:   
Name: Jonathan C. Ragsdale  
Title: President  
Date: 11/6/2019

By:   
Name: Brian Farley *MB*  
Title: EVP, Retail Sales & Comm. Ops  
Date: 11/6/2019

Mobius: 


Client: 

EXHIBIT A  
SCOPE OF WORK

Mobius will:


- Provide utility analysis for the purposes of:
  - Third party gas supply rules and regulations
  - Market risk identification
  - Market competition
  - Mid & Back office requirements (i.e. consolidated billing by utility, credit burden, etc.)
  - Market pricing and indicative margin opportunity
- Build Retail, C&I Natural Gas Pricing Model for each utility FES performs business behind
- Identify employee candidates for model management
- Identify potential "partners" for gas supply management by utility
  - Competitive pricing
  - Reliability of supply by utility
  - Back-office
- Review and support in the negotiation of the natural gas supply management contracts between Client and the supply partner
- Provide monthly audit and oversight function of the supply contracts and partnerships
- Provide general oversight and commercial counsel on the development of the retail natural gas management program
- Provide market analysis and financial risk management oversight
  - Quarterly in-person market overview and outlook
  - Price indications
  - Financial hedge-book valuation and reporting


TERM:



FEE:



Mobius: 

Client: 

**MILESTONES:**

Mobius shall provide each of the below deliverables by the date specified.

- Provide utility analysis of top five identified utilities – November-30, 2019
  - i. Provide one utility analysis per month for duration of engagement
- Identify list of candidates to manage model - November 15, 2019
- Identify a list of partners for gas supply management by utility – November 15, 2019
- Review and support the negotiations of the natural gas supply management contracts – December 1, 2019
- Build natural gas model and begin testing for each of the LDCs identified – December 31, 2019
- Oversight functions – on going

Mobius:



Client:





**MOBIUS RISK GROUP, LLC**  
**EXHIBIT B**  
**AMENDMENT I**

The following Scope of Work, Term and Fee Sections of the base Advisory Services Agreement ("Agreement") dated November 06, 2019 by and between Mobius Risk Group, LLC ("Mobius") and FirstEnergy Solutions Corp. ("Client") is hereby amended. This Amendment I is entered into as of December \_\_, 2019.

**SCOPE OF WORK**

The Scope of Work identified in Exhibit "A" of the Client's Advisory Services Agreement will be amended to add the following:

The intent of the Scope of Services is to provide a best practices retail management program that allows for supplier flexibility and the optimization of assets while adhering to the local utility tariffs and market requirements. These services will be provided utilizing experienced industry professionals and technology that supports the business requirements.

**PHYSICAL ENERGY MANAGEMENT**

- Forecast and analyze customer consumption
  - Provide weekly pricing updates to sales team
  - Daily consumption analysis
  - Weather normalization for current month deliveries
- Supply procurement
  - Negotiate market pricing
  - Execute transactions (upon authorization)
- Utility and Transportation (if applicable) Scheduling of Natural Gas
  - Access to physical operations desk 24x7
  - Utility Flight Tests
  - Pipeline Nominations
  - Monitoring and resolution of imbalances for natural gas
- Asset optimization – transportation and storage arbitrage
  - Optimize imbalance allowances
  - Optimize transportation and storage
- Contract Negotiation and Administration
  - Review for accuracy and approve all transaction confirmations
  - Request and negotiate all counterparty credit assurances (LC, PG, Deposit, etc.)
- Reporting
  - Monthly report detailing sales, cost estimate, credit exposure, and LDC imbalances
  - End of month support for accounting and executive management
- Credit analysis and ongoing credit review of the counterparties
- Invoicing
  - Coordinate with local utilities for invoice preparation
  - Review third party supplier invoices for accuracy
- Coordination and communication with Client accounting as required
- Regulatory FERC 552 Reporting (when sales reach 6,000 MMBtu per day)

Mobius Risk Group, LLC. 5847 San Felipe St. Suite 2502 Houston, TX 77057

Mobius: 

Client: 

- Monthly market pricing updates
- Quarterly performance meetings and strategy discussions

**FINANCIAL PRICE MANAGEMENT**

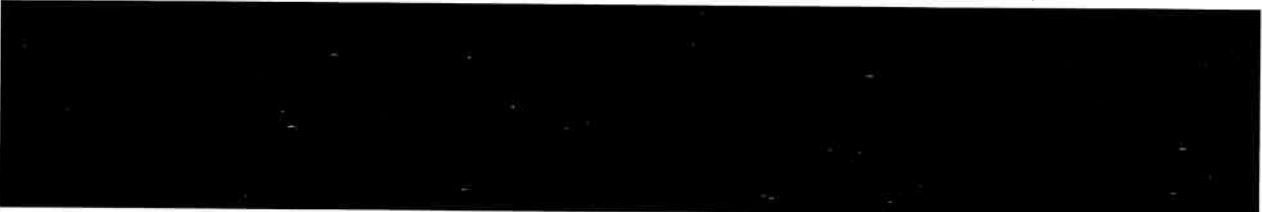
- Identify and measure risk components in the asset portfolio
- Financial modeling and pricing update
  - Provide weekly pricing updates to sales team
- Evaluate financial counterparty opportunities taking account of variables including credit terms and default probabilities
- Provide valuations of financial instruments, sensitivities and market validation of valuations
- Provide real-time market trade execution services or assist with real-time market trade execution services

**MOBIUS RISKNET™ & REPORTING**

- Access to Mobius RiskNet™ – online data warehouse for all contracts, invoices, sales reports, sales and consumption statements, etc.
- Deal capture
- Quarterly P&L, hedge effectiveness and sensitivity reporting where applicable
- Daily Access to Position, P/(L) Reporting, Mark to Market, Contracts Administration, and Market Information
- Risk Management Policy development and documentation
- End of Period Compliance Management
  - Hedge Accounting Support: regression analysis and sensitivity analysis as required Settlement Reporting: verification of settlement amounts for hedge transactions as required
  - Mobius will assist in audit related discussions with independent auditors as those discussions may pertain to information and documentation provided to support ASC 820 (FAS 157) or ASC 815 (FAS 133) determinations as required

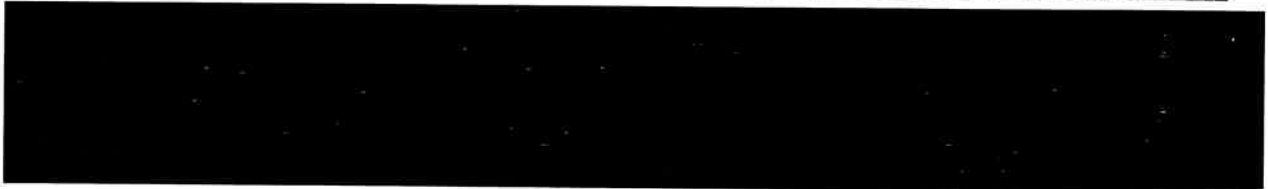
**TERM**

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**FEE**

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Mobius Risk Group, LLC. 5847 San Felipe St. Suite 2502 Houston, TX 77057

Mobius: 

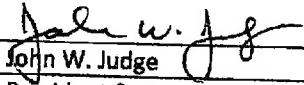
Client: 

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed as of December \_\_, 2019.

**MOBIUS RISK GROUP, LLC**

By:   
Name: Jonathan C. Ragsdale  
Title: President  
Date: 12-6-19

**FIRSTENERGY SOLUTIONS CORP**

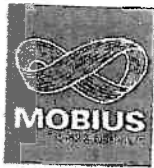
By:   
Name: John W. Judge  
Title: President & CEO  
Date: 12-6-19

Mobius Risk Group, LLC, 5847 San Felipe St. Suite 2502 Houston, TX 77057

Mobius: \_\_\_\_\_

Client: JWJ





**MOBIUS RISK GROUP, LLC  
ASSIGNMENT & AMENDMENT**

With respect to the Mutual Nondisclosure Agreement ("Agreement"), by and between FirstEnergy Solutions Corp. ("FES") and Mobius Risk Group, LLC ("Mobius") and dated October 25, 2019, Mobius consents to the assignment of the Agreement from FES to Energy Harbor LLC ("Energy Harbor").

Furthermore, the following Section of the Agreement by and between Mobius and Energy Harbor are hereby deleted and replaced in their entirety. This Amendment is entered into as of March \_\_, 2020.

16. **Notices.** All notices shall be address as follows:

TO: Mobius  
Mobius Risk Group, LLC  
5847 San Felipe St. Suite 2502  
Houston, TX 77057  
Attn: Contract Administration

TO: Energy Harbor  
Energy Harbor LLC  
341 White Pond Drive  
Akron, OH 44320  
Attn: Legal Department

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed as of March \_\_, 2020.

**MOBIUS RISK GROUP, LLC**  
By: [Signature]  
Name: Jonathan C. Ragsdale  
Title: President  
Date: 3/24/20

**ENERGY HARBOR LLC**  
By: [Signature]  
Name: John W. Judge  
Title: President & CEO  
Date: 3-23-20

Mobius Risk Group, LLC. 5847 San Felipe St. Suite 2502 Houston, TX 77057

Mobius: [Signature]

Energy Harbor: \_\_\_\_\_



**MOBIUS RISK GROUP, LLC  
ASSIGNMENT & AMENDMENT II**

With respect to the Advisory Services Agreement ("Agreement"), by and between FirstEnergy Solutions Corp. ("FES") and Mobius Risk Group, LLC ("Mobius") and dated November 06, 2019, Mobius consents to the assignment of the Agreement from FES to Energy Harbor LLC ("Energy Harbor").

Furthermore, the following Section of the Agreement by and between Mobius and Energy Harbor are hereby deleted and replaced in their entirety. This Amendment is entered into as of March \_\_, 2020.

**NOTICES**

Any notice required by this Agreement or given in connection with it, shall be in writing and shall be given to the appropriate party by personal delivery or by certified mail, postage prepaid, or recognized overnight delivery services:

TO: Mobius  
Mobius Risk Group, LLC  
5847 San Felipe St. Suite 2502  
Houston, TX 77057  
Attn: Contract Administration

TO: Energy Harbor  
Energy Harbor LLC  
341 White Pond Drive  
Akron, OH 44320  
Attn: Legal Department

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed as of March \_\_, 2020.

**MOBIUS RISK GROUP, LLC**  
By: [Signature]  
Name: Jonathan C. Ragsdale  
Title: President  
Date: 3-23-20

**ENERGY HARBOR LLC**  
By: [Signature]  
Name: John W. Judge  
Title: President & CEO  
Date: 3-23-20

Mobius Risk Group, LLC. 5847 San Felipe St. Suite 2502 Houston. TX 77057

Mobius: [Signature]

Energy Harbor: \_\_\_\_\_

**EXHIBIT 5**  
**(3 PAGES)**

# APPLICATION AFFIDAVIT

State of Ohio

⋮  
⋮  
⋮

ss.

County of Summit

John W. Judge, Affiant, being duly sworn according to law, deposes and says that:

He is the President and Chief Executive Officer of Energy Harbor LLC;

That he is authorized to and does make this affidavit for said Applicant, Energy Harbor LLC;

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

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

That the Applicant herein Energy Harbor 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 Energy Harbor 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.

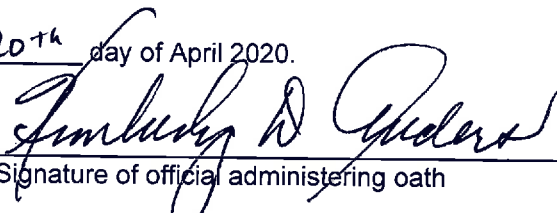
That the facts above set forth are true and correct to the best of his knowledge, information, and belief, and that he expects said Applicant (Energy Harbor LLC) to be able to prove the same at hearing.

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



and subscribed before me this 20<sup>th</sup> day of April 2020.

**KIMBERLY D. ANDERS**  
Notary Public, State of Ohio  
My Commission Expires  
December 27, 2022

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

My commission expires 12.27.2020.

# OPERATIONS AFFIDAVIT

State of Ohio

⋮  
⋮  
⋮

ss.

County of Summit

John W. Judge, Affiant, being duly sworn according to law, deposes and says that:

He is the President and Chief Executive Officer of Energy Harbor LLC;

That he is authorized to and does make this affidavit for said Applicant, Energy Harbor LLC;

That Energy Harbor LLC, the Applicant herein, acknowledges that it 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 Energy Harbor LLC, 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 (Energy Harbor LLC) will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That Energy Harbor 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 22 of Title 66. The Applicant (Energy Harbor LLC) 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 (Energy Harbor LLC). The Applicant (Energy Harbor LLC) 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 (Energy Harbor LLC) also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

Applicant (Energy Harbor LLC), 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.

That Energy Harbor LLC, 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 (Energy Harbor LLC) 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/true and correct to the best of his/her knowledge, information, and belief.

John W. Jones  
Signature of Affiant

Sworn and subscribed before me this 20<sup>th</sup> day of April, 2020.



**KIMBERLY D. ANDERS**  
Notary Public, State of Ohio  
My Commission Expires  
December 27, 2022

Kimberly D. Anders  
Signature of official administering oath

My commission expires 12-27-2020