



400 Madison Avenue, New York, NY 10017

tel 212 779 7000 fax 212 779 3061

SmartEnergy Holdings, LLC's Pennsylvania Natural Gas Supplier Application
Public Exhibits

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

Attached please find the application for a license to supply natural gas in Pennsylvania for SmartEnergy Holdings, LLC for your review and consideration. Please keep under seal as "Confidential" and not make part of the public record the responses to exhibits 5c, 5d, 7b, 7c, and 8a. These confidential documents will be removed from the e-filed application and sent under a different cover. The \$350 registration fee will also be submitted under a different cover. The retail natural gas marketplace business is highly competitive, and it is imperative that public disclosure of the confidential information contained in the documents identified above be avoided.

SmartEnergy Holdings, LLC is not a publicly traded company and, therefore, all of its information is highly confidential and is available only to those individuals on a need to know basis. The public disclosure of SmartEnergy's information as disclosed in response to the questions and provided in the exhibits referenced above would create an extreme hardship for SmartEnergy because it would give an unfair advantage to the company's competitors and would likely result in substantial economic damages to SmartEnergy Holdings, LLC.

Thank you for your time and consideration of our application as well. We look forward to working with you as we continue through the application process.

Regards,

A handwritten signature in blue ink, appearing to read "Daniel Kern".

Daniel Kern
CEO
SmartEnergy Holdings, LLC

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of SmartEnergy Holdings, LLC, d/b/a _____, for approval to offer, render, furnish, or supply natural gas supply services as a(n) [as specified in item #4b below] to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

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

Name: SmartEnergy Holdings, LLC
Address: 400 Madison Avenue, Suite 9 A., New York, NY 10017
Web Address: www.smartenergy.com
Telephone #: 1-800-443-4440

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

Name: Business Filings Incorporated
Address: 116 Pine Street, Suite 320, Harrisburg, Pennsylvania 17101
Telephone #: 800-981-7183
Fax #: 608-827-5501

- c. **REGULATORY CONTACT:** Provide the name, title, address, telephone number, fax number, and e-mail address of the person to whom questions about this Application should be addressed.

Name: Ann Marie Toss
Title: Chief Compliance Officer
Address: 400 Madison Avenue, Suite 9 A., New York, NY 10017
Telephone #: 212-779-5843 Fax#: 212-779-3061
Email: regulatory@smartenergy.com

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

Name: Stephen J. Geissler
Address: 68 Warren Glen, Burlington, CT 06013
Telephone #: 860-675-7701 Fax#: 866-677-3732
Email: sjg@angllc.com

- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS:** Provide the name, title, address, telephone number, fax number, and e-mail **OF THE PERSON AND AN ALTERNATE PERSON (2 REQUIRED)** responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Natural Gas Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed NGSS.

Name: Ann Marie Toss
Title: Chief Compliance Officer
Address: 400 Madison Avenue, Suite 9 A., New York, NY 10017
Telephone #: 212-779-5843 Fax#: 212-779-3061
Email: regulatory@smartenergy.com

Name: Jacqueline Kern
Title: Chief Marketing Officer
Address: 400 Madison Avenue, Suite 9 A., New York, NY 10017
Telephone #: 212-779-3000 Fax#: 212-779-3061
Email: processes@smartenergy.com

2. BUSINESS ENTITY FILINGS AND REGISTRATION

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

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

Provide a copy of the Applicant's filing with Pennsylvania's Department of State Pursuant to 54 Pa. C.S. §311.

Or

The Applicant will not be using a fictitious name.

b. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**

(Select appropriate statement and provide supporting documentation. As well, understand that Domestic means being formed within Pennsylvania and foreign means being formed outside Pennsylvania.)

The Applicant is a sole proprietor.

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

Or

The Applicant is a:

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

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

or

The Applicant is a:

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

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.
- Give name and address of officers.

Please find attached, Exhibit 2b.

3. AFFILIATES AND PREDECESSORS

(both in state and out of state)

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

SmartEnergy Holdings, LLC's sole affiliate is Smart Direct, SRL, which provides administrative services to SmartEnergy Holdings, LLC.

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

SmartEnergy Holdings, LLC does not have any predecessors.

4. OPERATIONS

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

Definitions

- Supplier – an entity which provides natural gas supply services to retail gas customers utilizing the jurisdictional facilities of a natural gas distribution company
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of natural gas but does not take title to the natural gas.

- The Applicant is presently doing business in Pennsylvania as a
- natural gas interstate pipeline
 - municipality providing service outside its municipal limits
 - local gas distribution company
 - retail supplier of natural gas services in the Commonwealth
 - a natural gas producer
 - a broker/marketer engaged in the business of supplying natural gas services
 - Other. (Identify the nature of service being rendered)

SmartEnergy Holdings, LLC is currently a retail electric supplier in Pennsylvania.

or

- The Applicant is not presently doing business in Pennsylvania.

b. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a:

- Supplier or Aggregator of natural gas services
- Municipal supplier of natural gas services
- Cooperative supplier of natural gas services
- Broker/Marketer engaged in the business of supplying natural gas services
 - Check here to verify that your organization will not be taking title to the natural gas nor will you be making payments for customers.
- Other (Describe):

c. **PROPOSED SERVICES:** Describe in detail the natural gas supply services which the Applicant proposes to offer.

SmartEnergy Holdings, LLC will provide fixed and variable price natural gas supply to residential, commercial, and industrial customers throughout Pennsylvania.

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

- | | |
|--|---|
| <input type="checkbox"/> Columbia | <input type="checkbox"/> Peoples Gas Company |
| <input type="checkbox"/> National Fuel Gas | <input type="checkbox"/> Philadelphia Gas Works |
| <input type="checkbox"/> PECO | <input type="checkbox"/> UGI Utilities – Gas Division |
| <input type="checkbox"/> Peoples Natural Gas Company | <input type="checkbox"/> Valley Energy |
| <input type="checkbox"/> Peoples Natural Gas – Equitable Div | <input checked="" type="checkbox"/> All of the above |

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

- Residential Customers
- Small Commercial Customers - (Less than 6,000 Mcf annually)
- Residential and Small Commercial as Mixed Meter **ONLY (CANNOT BE TAKEN WITH RESIDENTIAL AND/OR SMALL COMMERCIAL ABOVE)**
- Large Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above (Except Mixed Meter)
- Other (Describe):

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

07/15/2020, or upon approval of the PA Public Utility Commission.

5. COMPLIANCE

- a. **CRIMINAL/CIVIL PROCEEDINGS:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, has been or is currently the defendant of a criminal or civil proceeding within the last five (5) years.

Identify all such proceedings (active or closed), by name, subject and citation; whether before an administrative body or in a judicial forum. If the Applicant has no proceedings to list, explicitly state such.

SmartEnergy Holdings, LLC and the persons named on this application are not subject to any current or past criminal or civil proceedings within the past five years.

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

Non Applicable.

- c. **CUSTOMER/REGULATORY/PROSECUTORY ACTIONS:** Identify all formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutory agency against the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, for the prior five (5) years, including but not limited to customers, Utility Commissions, and Consumer Protection Agencies such as the Offices of Attorney General. **Applicant should also include if it had a Pennsylvania PUC EGS or NGS license previously cancelled by the Commission.** If the Applicant has no actions or complaints to list, explicitly state such.

Please find attached, Exhibit 5c. Confidential

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

Please find attached, Exhibit 5c. Confidential

6. PROOF OF SERVICE

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

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

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

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

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

Department of Revenue
Bureau of Compliance
PO Box 281230
Harrisburg, PA 17128-1230

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

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

| | |
|---|--|
| <p>Columbia Gas of PA, Inc. Michele Caddell 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.6841 FAX: 614.460.8447 e-mail: mcaddell@nisource.com</p> | |
| <p>Peoples Natural Gas Company LLC – Equitable Division Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: Carol.Scanlon@peoples-gas.com</p> | <p>National Fuel Gas Distribution Corp. Joanne E. Maciok 6363 Main Street Williamsville, NY 14221 PH: 716.857.7670 FAX: 716.857.7479 e-mail: maciokj@natfuel.com</p> |
| <p>Peoples Natural Gas Company LLC Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: Carol.Scanlon@peoples-gas.com</p> | <p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: carlos.thillet@exeloncorp.com</p> |
| <p>Peoples Gas Company LLC Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: Carol.Scanlon@peoples-gas.com</p> | <p>Philadelphia Gas Works Ryan Reeves, Director Supply Transportation & Control 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.787.5103 email: pgwchoicesupply@pgworks.com</p> |
| <p>Valley Energy Inc. Ed Rogers 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: erogers@ctenterprises.org</p> | <p>UGI Utilities, Inc. – Gas Division Sherry Epler 1 UGI Drive Denver, PA 17517 PH: 610.796.3447 Email: sepler@ugi.com</p> |

7. FINANCIAL FITNESS

- a. **BONDING:** In accordance with 66 Pa. C.S. Section 2208(c), no natural gas supplier license shall be issued or remain in force unless the applicant or holder furnishes a bond or other security in a form and amount to ensure the financial responsibility of the natural gas supplier. The criteria used to determine the amount and form of such bond or other security shall be set by each NGDC. Provide documentation that the applicant has met the security requirement of each NGDC by submitting the letters sent by the NGDCs stating what bonding amounts they require. The contact information is located in Section 6.b.

Please find attached, Exhibit 7a.

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

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
- Applicant's accounting statements, including balance sheet and income statements for the past two years.
- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form, evidence of Moody's, S&P, or Fitch ratings, and/or other independent financial service reports.
- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
- Audited financial statements exhibiting accounts over a minimum two year period.
- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

Please find attached, Exhibit 7b. Confidential

- c. **SUPPLIER FUNDING METHOD:** If Applicant is operating as anything other than **Broker/Marketer only**, explain how Applicant will fund its operations. Provide all credit agreements, lines of credit, etc., and elaborate on how much is available on each item.

Please find attached, Exhibit 7c. Confidential

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

Not applicable.

- e. **ACCOUNTING RECORDS CUSTODIAN:** Provide the name, title, address, telephone number, FAX number, and e-mail address of Applicant's custodian for its accounting records.

Name: Christina Medina

Title: Controller

Address: 400 Madison Avenue, Suite 9A., New York, NY 10017

Phone: 212-779-5837 Fax: 212-779-3061

Email: Christina.medina@smartenergy.com

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

All sections of the Tax Certification Statement must be completed. Absence (submitting N/A) of any of the TAX identifications numbers (items 7A through 7C) shall be accompanied by supporting documentation or an explanation validating the absence of such information.

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

Please find attached, Exhibit 7f.

8. TECHNICAL FITNESS:

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

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

- Applicant's previous experience in the natural gas industry.
- Summary and proof of licenses as a supplier of natural gas services in other states or jurisdictions.
- Type of customers and number of customers Applicant currently serves in other jurisdictions.
- Staffing structure and numbers as well as employee training commitments.
- Business plans for operations within the Commonwealth.
- Any other information appropriate to ensure the technical capabilities of the Applicant.

Please find attached, Exhibit 8a. Confidential

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



Internal – Applicant will use its own internal resources/employees for marketing



External NGS – Applicant will contract with a **PUC LICENSED NGS**



Affiliate – Applicant will use a **NON-NGS affiliate that is a nontraditional marketer and/or marketing services consultant**



External Third-Party – Applicant will contract with a **NON-NGS third party nontraditional marketer and/or non-selling marketer**



Other (Describe):

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

- Yes
- No

If yes, will the Applicant be using verification procedures?

- Yes
- No

If yes, describe the Applicant's verification procedures.

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

Please find attached, Exhibit 8d.

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

Please find attached, Exhibit 8e.

9. DISCLOSURE STATEMENT:

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

DISCLOSURE STATEMENTS: If proposing to serve Residential and/or Small Commercial (less than 6,000 Mcf annually) Customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix E to this Application.

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

Please find attached, Exhibit 9.

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

- a. **STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission. Further, the Applicant agrees that it must comply with and ensure that its employees, agents, representatives, and independent contractors comply with the standards of conduct and disclosure set out in Commission regulations at 52 Pa. Code § 62.114.

AGREED

- b. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission:

- Reports of Gross Receipts: Applicant shall file an annual report with the Commission on an annual basis no later than April 30th following the end of the calendar year per 52 Pa. Code § 62.110.

AGREED

- c. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. § 2208(d). Transferee will be required to file the appropriate licensing application.

AGREED

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

ACKNOWLEDGED

- e. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur to the information upon which the Commission relied in approving the original filing. See 52 Pa. Code § 62.105.

AGREED

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

AGREED

g. NOTIFICATION OF CHANGE: If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission, within thirty (30) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 62.105.

AGREED

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

AGREED

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

PAYMENT ENCLOSED

11. AFFIDAVITS
(All affidavits must be notarized before filing.)

a.) APPLICATION AFFIDAVIT: Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.

Please find attached, Appendix A.

b.) OPERATIONS AFFIDAVIT: Provide an officially notarized affidavit stating that you will adhere to the Public Utility Code of Pennsylvania and applicable federal and state laws. An example copy of this Affidavit can be found at Appendix B.

Please find attached, Appendix B.

12. NEWSPAPER PUBLICATIONS

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

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

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

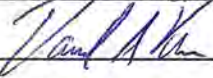
The only acceptable verification of this requirement is with Notarized Proofs of Publication, which may be requested from each newspaper and must be supplied with this application. Applicants do not need a docket number in their publication. Docket numbers will be issued when all criteria on the item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

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

(Example Publications are provided at Appendices F and G)

13. SIGNATURE

Applicant: SmartEnergy Holdings, LLC

By: 

Title: CEO

14. CHECKLIST

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

Applicant: SmartEnergy Holdings, LLC

| | | |
|----------|---|--|
| | Signature | |
| X | Filing Fee (ONLY CERTIFIED CHECK OR MONEY ORDER) | |
| X | Application Affidavit | |
| X | Operations Affidavit | |
| X | Proof of Publication | |
| X | Tax Certification Statement | |
| X | Commonwealth Department of State Verification | |
| X | Certificate of Service | |

Applicant's Use

PUC Secretary's Bureau Use

Appendix H

Electronic Data Interchange and Internet Requirements

Any NGS suppliers and/or broker/marketers that wish to use the Electronic Data Interchange (EDI), in the NGDCs where its available, must meet the EDI certification requirements of the NGDC. Certification is a testing process using the Commission approved Internet protocol. To initiate this process, the NGS is encouraged to contact the NGDC as early as possible after filing an application for a license with the Commission, since certification may require as many as four months to complete and customer service contract dates may not commence prior to certification. NGDC requirements of new suppliers may be found on the respective NGDC home web page. Pennsylvania's industry stakeholder group the Electronic Data Exchange Working Group (EDEWG) develops and maintains the EDI transactions and related business practices, which are found on the Pa. PUC website at http://www.puc.pa.gov/filing_resources/issues_laws_regulations/electronic_data_exchange.aspx. The EDEWG meets telephonically the first Thursday of each month at 2:00pm ET to discuss EDI change control requests and other issues.

To keep current with Pennsylvania EDI practices and policies, a newly licensed NGS may choose to participate in the EDEWG by contacting the following:

PA EDEWG EDI Contacts

| Entity Name | Contact Name | Telephone | Email | Preference |
|--|----------------|--------------|--|------------|
| PA PUC | Jeff McCracken | 717-783-6163 | jmccracken@pa.gov | Email |
| PA PUC | Lee Yalcin | 717-787-6723 | lyalcin@pa.gov | Email |
| PA EDEWG LDC Co-Chair | Ernie Mathie | 330-384-5757 | mathiee@firstenergycorp.com | Email |
| PA EDEWG ESP Co-Chair | Monica Neibert | 781-347-9039 | mneibert@energyservicesgroup.net | Email |
| PA EDEWG Secretary & Regional EDI Change Control Manager | Brandon Siegel | 412-817-8004 | brandon.siegel@intelometry.com | Email |

PA NGDC EDI Contacts

| Company Name | Contact Name | Telephone | Email | Preference |
|--------------------|-----------------------|--------------|--|------------|
| PGW | PGW Gas Choice | | pgwchoicemarketing@pgworks.com | Email |
| UGI Utilities Inc. | EDI Technical Support | | edi@ugi.com | Email |
| UGI Utilities Inc. | Sherry Epler | 610-796-3447 | sepler@ugi.com | email |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |



400 Madison Avenue, New York, NY 10017

tel 212 779 7000 fax 212 779 3061

Exhibit 2 b.
Business Entity and Department of State Filings

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:14 AM 01/05/2012
FILED 10:14 AM 01/05/2012
SRV 120013330 - 5091005 FILE

CERTIFICATE OF FORMATION

OF

Nationwide Energy LLC

Pursuant to Section 18-201:

- FIRST:** The name of the limited liability company is:
Nationwide Energy LLC
- SECOND:** Its registered office in the State of Delaware is to be located at: 1220 N. Market St., Ste 806, Wilmington, DE 19801, County of New Castle and its registered agent at such address is: BlumbergExcelsior Corporate Services, Inc.
- THIRD:** The duration of the limited liability company is perpetual.

IN WITNESS WHEREOF, the undersigned, being the individual forming the limited liability company, has executed, signed and acknowledged this Certificate of Formation this 5th day of January 2012.

/s/ Ana Maisonave
Ana Maisonave
Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:26 PM 12/13/2012
FILED 05:03 PM 12/13/2012
SRV 121338340 - 5091005 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

- 1. Name of Limited Liability Company: Nationwide Energy LLC
- 2. The Certificate of Formation of the limited liability company is hereby amended as follows: FIRST: The name of the limited liability company is: SmartEnergy Holdings, LLC
SECOND: The address of the registered office of the limited liability company in the state of Delaware is located at: 108 West 13th Street, Wilmington, Delaware 19801
Located in the county of New Castle. The name of the registered agent at that address is: Business Filings Incorporated

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 12th day of December, A.D. 2012.

By: 
Authorized Person(s)

Name: Daniel Kern, Manager
Print or Type

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMARTENERGY HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF NOVEMBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



5091005 8300

SR# 20198025787

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203981238

Date: 11-12-19

Bureau of Compliance
P.O. Box 280231
Harrisburg, PA 17128-0231
717-787-3911 (Option 5)
www.revenue.pa.gov



Wednesday, October 23, 2019

Attention: Lloyd Spencer

RE:

SmartEnergy Holdings, LLC
400 Madison Ave, Suite 9A
New York, NY 10017

Federal EIN: 45-4166532
Social Security Number:
Business Partner Number:

Dear Requester,

I am writing to confirm that the above-referenced tax accounts of SmartEnergy Holdings, LLC are current. All returns have been filed with payment as of Wednesday, October 23, 2019. This confirmation is not intended to represent a "Bulk Sale Clearance" under the provision of section 1403 of the fiscal code. This letter does confirm that the account above is in good standing.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ernard S. Robinson, Jr.', written in a cursive style.

Ernard S. Robinson, Jr
PA Department of Revenue
Bureau of Compliance
Business License Clearance Division

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Application for Registration - Foreign

(15 Pa.C.S.)

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

| | | |
|--|--------------------|--------------------------|
| Name SmartEnergy | | |
| Address 575 Lexington Ave, 4th Floor | | |
| City New York, NY | State NY | Zip Code 10022 |

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

Fee: \$250

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

1. The name of the limited liability company/limited liability partnership/limited partnership in the jurisdiction in which it is formed:

SmartEnergy Holdings, LLC

2. The name under which the limited liability company/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is:

SmartEnergy Holdings, LLC

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:

Jurisdiction: Delaware Date of Formation: 12/12/2012

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

| | | | | |
|---|------|-------|-----|----------------|
| (a) Number and street | City | State | Zip | County |
| <hr/> | | | | |
| (b) Name of Commercial Registered Office Provider | | | | County |
| Business Filings Incorporated | | | | Dauphin |

DSCB:15-8981/8211/8582-2

5. Check and complete one of the following:

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

| | | | |
|-------------------|------|-------|-----|
| Number and street | City | State | Zip |
|-------------------|------|-------|-----|

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

SmartEnergy, 575 Lexington Avenue, 4th Floor, New York, NY 10022

| | | | |
|-------------------|------|-------|-----|
| Number and street | City | State | Zip |
|-------------------|------|-------|-----|

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

NA

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

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

| Name | Business Address |
|------|------------------|
| NA | |
| NA | |

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

NA

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

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

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

31ST day of JAN 2014.

SmartEnergy Holdings, LLC

Name of Partnership/Company

David S. Kim

Signature

CEO

Title

DSCB: 15-8981/8211/8582

**Department of State
Corporation Bureau
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.state.pa.us/corps**

Instructions for Completion of Form:

- A. Typewritten is preferred. If not, the form shall be completed in black or blue-black ink in order to permit reproduction. The filing fee for this form is \$250 made payable to the Commonwealth of Pennsylvania. Checks must contain a commercially pre-printed name and address.
- B. A foreign limited liability company/limited liability partnership/limited partnership may adopt a name to register and do business in the Commonwealth of Pennsylvania that is different from the name in its formation documents filed in its state of domicile. Both boxes 1 and 2 should be completed, even if the name of the entity will be the same in both jurisdictions.
- C. *Designators: Limited Partnership:* The name may contain the word "company", "limited" or "limited partnership" or abbreviation. *Limited Liability Partnership:* The name must contain the word "company", "limited" or "limited liability partnership" or abbreviation. *Limited Liability Company:* The name must contain the word "company," "limited" or "limited liability company" or abbreviation.
- D. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- E. The following, in addition to the filing fee, shall accompany this form:
- (1) *For Limited Liability Company Only:* One copy of a completed form DSCB:15-134A (Docketing Statement).
 - (2) Any necessary copies of form DSCB:17.2.3 (Consent to Appropriation of Name).
 - (3) Any necessary governmental approvals.
- F. Under 15 Pa.C.S. § 8981 or § 8583, upon the filing of this form the applicant shall be authorized to do business in the Commonwealth of Pennsylvania and no certificate of authority will be issued to the applicant by the Department.
- G. This form and all accompanying documents shall be mailed to the address stated above.

Docketing Statement DSCB:15-134A (Rev 2012)
Departments of State and Revenue

One (1) required

BUREAU USE ONLY:
 Dept. of State Entity # _____
 Dept. of Rev. Box # _____
 Filing Period _____ Date 3 4 5 _____
 SIC/NAICS _____ Report Code _____

Check proper box:

Pennsylvania Entities

business stock
 business non-stock
 professional
 nonprofit stock
 nonprofit non-stock
 statutory close
 management
 cooperative
 insurance
 benefit
 limited liability company
 restricted professional
 limited liability company
 business trust

Foreign Entities

State/Country Delaware Date 12/12/2012

business
 benefit
 nonprofit
 limited liability company
 restricted professional
 limited liability company
 business trust

Other

domestication
 division
 consolidation

1. Entity Name:
SmartEnergy Holdings, LLC

2. Individual name and mailing address responsible for initial tax reports:
Daniel Kern 575 Lexington Avenue, 4th Floor, New York, NY 10022
 Name Number and street City State Zip

3. Description of business activity:
Retail Energy Supplier

4. Specified effective date, if any:
2/1/2014
month/day/year hour, if any

5. EIN (Employer Identification Number), if any:
45-4166532

6. Fiscal Year End:
12-31-2014

7. Fictitious Name (only if foreign corporation is transacting business in PA under a fictitious name):



400 Madison Avenue, New York, NY 10017

tel 212 779 7000 fax 212 779 3061

Names and Addresses of Officers

| | | |
|-----------------|-------------------------|---|
| | | |
| Daniel A Kern | Chief Executive Officer | 400 Madison Avenue, Suite 9A. New York, NY 10017 (212) 779-7000 |
| Jacqueline Kern | Chief Marketing Officer | 400 Madison Avenue, Suite 9A. New York, NY 10017 (212) 779-3000 |
| Lloyd Spencer | Chief Operating Officer | 400 Madison Avenue, Suite 9A. New York, NY 10017 (212) 779-5841 |



400 Madison Avenue, New York, NY 10017

tel 212 779 7000 fax 212 779 3061

Exhibit 7 a.
Bond Requirements

In Accordance with 66 Pa. C.S Section 2208(c), no natural gas supplier license shall be issued or remain in force unless the applicant or holder furnishes a bond or other security in a form and amount to ensure the financial responsibility of the natural gas supplier. The criteria used to determine the amount and form of such bond or other security shall be set by each NGDC. Provide documentation that the applicant has met the security requirement of each NGDC by submitting the letters sent by the NGDCs stating what bonding amounts they require.



UGI Utilities, Inc.

1 UGI Drive
Denver, PA 17517

610-796-3400

VIA E-MAIL

April 15, 2020

Smart Energy Holdings, LLC
400 Madison Avenue
Suite 9A
New York, NY 10017

ATTENTION: Daniel Kern, CEO

RE: UGI Financial Security Requirements

Dear Mr. Kern,

UGI Utilities, Inc.–Gas Division (hereinafter “UGIU”) has reviewed the application of Smart Energy Holdings, LLC (hereinafter “Smart Energy”) for approval to operate as a Natural Gas Supplier. Based on this review and the requirement that Smart Energy must post security as specified in the UGIU Supplier Coordination Tariff before it serves customers on the UGIU distribution systems, UGIU has determined that Smart Energy has demonstrated adequate creditworthiness to satisfy any costs UGIU may incur in the event they operate as a supplier of last resort due to a default on the part of Smart Energy.

This determination may change in the event there is a material deterioration in Smart Energy’s financial condition, if Smart Energy’s obligations to UGIU exceed the amount of the financial security provided, if the financial security is withdrawn or is deemed to be null and void or inadequate due to the material financial deterioration of any guarantor, or if Smart Energy fails to abide by the terms and conditions of the UGIU Gas Tariff and the UGIU Natural Gas Supplier Coordination Tariff.

Please feel free to contact me with any additional questions you may have.

Sincerely,

A handwritten signature in black ink that reads 'Sherry Epler'. The signature is written in a cursive, flowing style.

Sherry Epler
Senior Manager
Tariff & Supplier Administration

SE/rks



375 North Shore Drive
Pittsburgh, Pennsylvania 15212

www.peoples-gas.com

Carol Scanlon
Manager, Rates & Regulation

Peoples Service Company LLC
Phone: 412-208-6931
Email: Carol.Scanlon@peoples-gas.com

April 13, 2020

Daniel Kern
CEO
Smart Energy Holdings, LLC
400 Madison Avenue, Suite 9A
New York, NY 10017

Dear Mr. Kern:

We are pleased that Smart Energy Holdings, LLC has applied for a license to provide natural gas services on the Peoples Group of Companies. Specifically you have requested to be licensed as a supplier on the distribution systems of Peoples Natural Gas Company LLC, and Peoples Gas Company LLC (formerly Peoples TWP) ("the Companies").

Since Smart Energy Holdings, LLC is not currently serving customers on the Peoples systems, we have determined at this time that Smart Energy Holdings, LLC does not need a bond or other financial security requirement to provide these services to the Company's customers.

If a Pool is established, and customers are enrolled which alters the creditworthiness requirement or the Company's exposure to Smart Energy Holdings, LLC provision of services on the Peoples' system changes in the future, the Companies may deem it appropriate to require a bond or other financial instrument.

If you have any questions feel free to contact me at 412-208-6931 or by email at Carol.Scanlon@peoples-gas.com.

Sincerely,

A handwritten signature in blue ink that reads "Carol Scanlon".

Carol Scanlon
Manager, Rates and Regulation
Peoples Natural Gas Company LLC

Cc: Stephen Kelly
Mina Speicher



VALLEY ENERGY

523 S. Keystone Avenue, P.O. Box 340, Sayre, PA 18840
800/998-4427 • 570/888-9664 • FAX 570/888-6199

April 21, 2020

VIA EMAIL

Smart Energy Holdings, LLC
Daniel Kern, CEO
400 Madison Ave., Suite 9A
New York, NY 10017
support@ppcenergyops.com

Dear Mr. Kern:

We understand that Smart Energy Holdings, LLC has applied with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania including our company's service area.

Because Smart Energy Holdings, LLC intends to only provide natural gas aggregating, brokering and consulting services at this time, we have determined that Smart Energy Holdings, LLC will not be required to post a bond or other form of financial security instrument to provide these services in our service area. However, if the services provided change in the future, we reserve the right to require security from Smart Energy Holdings, LLC as deemed appropriate.

If you have any questions, please contact Jamie Levering at 570-888-9664 (Ext. 5232).

Sincerely,

Edward E. Rogers
President & CEO

EER/ss

cc: J. Levering, Valley Energy
trevor@ppcenergyops.com



National Fuel

April 30, 2020

SmartEnergy Holdings, LLC
Daniel Kern, CEO
400 Madison Avenue , Suite 9 A
New York, NY 10017
RE: SmartEnergy Holdings, LLC

Dear Daniel,

Pursuant to 66 Pa. C. S. § 2208 (c), an applicant for a natural gas supplier license in the Commonwealth of Pennsylvania must furnish security to each utility where the supplier will do business to ensure the financial responsibility of such natural gas supplier. To this end, National Fuel Gas Distribution Corporation (“National Fuel”) will perform a credit review and analysis of SmartEnergy Holdings, LLC (“SEH”) and determine at the appropriate time whether SEH must post a security deposit acceptable to National Fuel in order to operate as a supplier on National Fuel’s system.

SEH’s security requirement to serve Pennsylvania customers is dependent on the type of transportation service utilized by SEH. There is no Natural Gas Supplier (NGS) security requirement for customers that will be enrolled in National Fuel’s Purchase of Receivable (POR) program. As such, SEH will not be required to post security for customers enrolled in the POR program. A security deposit will be required for transportation customers not enrolled in the POR program.

Should you have any questions concerning the above, please contact me at 716-857-7541.

Yours truly,

Nicole Barker
Transportation Service Department



May 14, 2020

Christina Medina
Controller
SmartEnergy Holdings, LLC.
400 Madison Avenue, RM 9A
New York, NY 10017

Dear Christina Medina:

We are pleased that SmartEnergy Holdings, LLC. has applied for a license to provide Natural Gas Supply Service on the distribution system of Columbia Gas of Pennsylvania, Inc. ("Columbia Gas").

Columbia Gas has performed a creditworthiness evaluation for SmartEnergy Holdings, LLC..

Under Paragraph 2.4.1 of the Rules Applicable to Distribution Service section of the Tariff of Columbia Gas will require the Natural Gas Supplier to provide financial information in order for the Company to establish the Natural Gas Supplier's creditworthiness.

We have determined that SmartEnergy Holdings, LLC. currently meets Columbia Gas' creditworthiness requirement.

Upon receipt of the required security requirement and the execution of the required agreements SmartEnergy Holdings, LLC. will satisfy the financial security requirement to provide Natural Gas Supply Service to Columbia Gas customers.

Please feel free to contact me at 614-460-4217 should you have any questions regarding a bond or other financial security instrument requirements of Columbia Gas.

Sincerely,

Kylia Davis

Kylia Davis
Manager of Choice and Transportation Support Services

May 5, 2020

SmartEnergy Holdings, LLC
Ann Marie Toss
400 Madison Avenue, Suite 9A
New York, NY 10017

Re: Broker Requirements

Dear SmartEnergy Holdings, LLC:

PECO is aware that SmartEnergy Holdings, LLC has applied for a license to provide brokering and consulting services to commercial and industrial customers on the distribution system of PECO.

In making such an application, SmartEnergy Holdings, LLC could be required to provide to PECO a bond or other acceptable financial security in an amount that PECO determines to be appropriate. SmartEnergy Holdings, LLC has indicated that it intends to provide only brokering and consulting services to commercial and industrial customers, and will not take title to any delivered natural gas; nor will accept any customer payments or deposits. Therefore, PECO has determined at this time that SmartEnergy Holdings, LLC does not need a bond or other financial security requirement, since they are not directly engaging in business with PECO and only providing brokering or consulting services to PECO customers. However, if the services provided by SmartEnergy Holdings, LLC the creditworthiness requirement for PECO's exposure to SmartEnergy Holdings, LLC changes in the future, PECO reserves the right to require SmartEnergy Holdings, LLC to provide a bond or other financial security instrument.

If you should have any questions regarding this matter, please contact Chris Sauerbaum at 215-841-6422 or myself at 215-841-6452.

Respectfully submitted,

A handwritten signature in black ink that reads "Carlos P. Thillet". To the right of the signature, the initials "(Aw)" are written in a smaller, handwritten font.

Carlos P. Thillet
Manager, Gas Supply and Transportation
2301 Market Street
Philadelphia, Pa 19103

**PHILADELPHIA GAS WORKS**800 West Montgomery Avenue • Philadelphia, PA 19122

April 20, 2020

Mr. Daniel Kern, CEO
Smart Energy Holdings, LLC
400 Madison Avenue
Suite 9A
New York, NY 10017
Email: support@ppcenergyops.com

Dear Mr. Kern:

Re: Security Requirement for Smart Energy Holdings, LLC

Philadelphia Gas Works ("PGW") is aware that Smart Energy Holdings, LLC has filed an application with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania and specifically within the service territory of Philadelphia Gas Works. You have stated that, in performing these services, Smart Energy Holdings, LLC will take title to any delivered natural gas.

Under its tariff, Philadelphia Gas Works could require Smart Energy Holdings, LLC to provide a bond or other financial security instrument in an amount that Philadelphia Gas Works determines to be appropriate. Upon final approval of your application to PGW and prior to enrolling customers, security in the first year for firm pools will be required based on your estimated firm pool size. It will be updated annually based on actual firm pool size.

At this time, Smart Energy Holdings, LLC does not need to post a bond or other form of security.

If you have any questions concerning the foregoing, please contact me at 215-684-6725.

Sincerely,

A handwritten signature in blue ink, appearing to read "John Zuk".

John Zuk
Sr. Vice President, Gas Management

/dls



400 Madison Avenue, New York, NY 10017

tel 212 779 7000 fax 212 779 3061

Exhibit 7. f
Tax Certification Statement Appendix D



400 Madison Avenue, New York, NY 10017

tel 212 779 7000 fax 212 779 3061

Exhibit 8. d
Oversight of Marketing

SmartEnergy Holdings, LLC will use telephone sales, internet, and mailings to contact and enroll potential customers.

Customer enrollment by means of direct solicitation, internet and mailings will be conducted under the auspices of Pennsylvania's Public Utility Commission rules, Title 52, Chapter 111.

Billing statements to the customer will be contracted to be sent directly to the customer by the incumbent EDU. Supported by a third party contactor Hansen Technologies, will be the primary means of exchanging billing information, between SmartEnergy and the incumbent EDU.

SmartEnergy's customer inquiry and complaint procedure will consist of an already established toll free number 1-800-443-4440 from Monday-Friday: 8am-7pm EST and Saturdays: 9am-6pm EST, for billing inquiries, general questions, complaints and transfer of service issues.



400 Madison Avenue, New York, NY 10017

tel 212 779 7000 fax 212 779 3061

Exhibit 8. e

Officers

Name: Daniel Kern
Position: CEO
Business Address: 400 Madison Avenue, Suite 9A.
New York, NY 10017
Business Phone: (212) 779-7000
Email: daniel.kern@smartenergy.com

Name: Jackie Kern
Position: CMO
Business Address: 400 Madison Avenue, Suite 9A.
New York, NY 10017
Business Phone: (212) 779-3000
Email: processes@smartenergy.com

Name: Lloyd Spencer
Position: Chief Operating Officer
Business Address: 400 Madison Avenue, Suite 9A.
New York, NY 10017
Business Phone: (212) 779-5841
Email: Lloyd.Spencer@smartenergy.com

Dan Kern

400 Madison Avenue,
New York, New York

Summary

I'm currently serving as CEO to SmartEnergy Holdings (smartenergy.com), a retail energy startup that sells electricity in deregulated energy markets.

I'm also co-founder of Main Street Direct, a full-service direct response ad agency. We provide customer acquisition and retention marketing services for companies both large and small. Our client roster includes over 50 Fortune 500 companies.

Experience

SmartEnergy

CEO

January 2013 - Present (7 years 3 months)

New York, New York

SmartEnergy is an independent energy supplier committed to providing customers with low-cost, reliable electricity, and excellent customer service. In addition to offering fixed rates, SmartEnergy sources 100% renewable energy from wind, solar, and hydro generators, making us a cleaner energy option. The company was founded in 2013 and is financed by Shell Energy North America.

Responsibilities include:

- Communicating, on behalf of the company, with shareholders, government entities, and the public.
- Leading the development of the company's short- and long-term strategy
- Creating and implementing the company's vision and mission
- Evaluating the work of other executive leaders within the company
- Maintaining awareness of the competitive market landscape, expansion opportunities, industry developments, etc.
- Ensuring that the company maintains high levels of regulatory compliance and social responsibility wherever we do business.
- Assessing risks to the company and ensuring they are monitored and minimized.
- Setting strategic goals and making sure they are measurable and describable

Main Street Direct

Managing Director

December 1991 - Present (28 years 4 months)

Russ Berrie & Company, Inc.

Director of Marketing

1985 - 1992 (7 years)

Education

The Ohio State University

BSBA, Accounting & Marketing · (1980 – 1984)

Jackie Kern

400 Madison Ave Suite 9A.
New York, New York

Summary

I'm currently serving as CMO to SmartEnergy Holdings (smartenergy.com), a retail energy provider that sells electricity in deregulated energy markets. I'm also co-founder of Main Street Direct, a full-service direct response ad agency. We provide customer acquisition and retention marketing services for companies both large and small. Our client roster includes over 50 Fortune 500 companies.

Experience

SmartEnergy CMO

New York, NY

2012 - Present

SmartEnergy is an independent energy supplier committed to providing customers with low-cost, reliable electricity, and excellent customer service. In addition to offering fixed rates, SmartEnergy provides 100% renewable energy from sources like wind, solar, and hydro generators, making us a cleaner energy option. The company was founded in 2013 and is financed by Shell Energy North America.

Responsibilities include:

- Oversee all customer acquisition efforts
- Work with design, finance and operations to develop overall consumer marketing strategy
- Develop and evaluate key performance metrics
- Provide strategic guidance, insight and knowledge about market trends and competition
- Evaluating the work of other executive leaders within the company
- Ensure that the company maintains regulatory compliance and social responsibility wherever we do business

Main Street Direct Managing Director

New York, NY

1991 - Present

Cooper Rand, Inc. Director of Sales

New York, NY

1985-1991

Education

The Ohio State University

BSBA, Marketing

1985

Lloyd B. Spencer

New York NY 10017

(212) 779-5841

Lloyd.Spencer@smartenergy.com

Operations and risk management executive with extensive energy and financial markets experience. Comfortable in large corporate settings and start-up ventures; experience managing large teams and performing detailed analysis of operations. Seeking an opportunity to bring change to an organization – to take it to the next level of operational efficiency and financial performance.

PROFESSIONAL EXPERIENCE

2013 – present COO & CFO, SmartEnergy, New York.

Build and scale retail energy supply start-up from 0 to 90,000 accounts and \$70m in sales

- Regulatory
 - Manage all federal and state licensing and regulatory communications including FERC, ISOs, states
 - File with utilities to set up EDI connectivity and process enrollments
 - Maintain licensing and deposit requirements through periodic reporting to EIA, ISOs and states
- Finance
 - Responsible for all financial planning, including building a financial model of business to define capital requirements and growth trajectory
 - Negotiate and manage secured financing and trading arrangement
 - Manage company's liquidity requirements including G&A, state tax payments, REC purchases, utilizing revolving / working capital line of credit facility
 - Direct communications with auditors, including annual audit and monthly reporting cycle
- Risk & Position Management
 - Forecast customer usage and track position in each of 30+ utility zones based on customer type, historical usage patterns and forecast weather
 - Buy supply to hedge forward sales obligation
 - Buy Renewable Energy Certificates to meet each state's renewable portfolio standard
 - Structure and procure weather derivative hedges for summer/winter risk management
- Pricing
 - Develop cost models to account for energy, capacity, transmission, ancillaries, RECs, taxes and losses for each utility zone in ISO-NE, NYISO, PJM, MISO & ERCOT
 - Manage pricing of fixed and variable products in each zone for Residential and Small Commercial offers
 - Determine adjustments to pricing to maintain budgeted margin and profitability
- Technology
 - Build database architecture and ETL processes to support marketing, finance, billing and operations
 - Project manage web development and deployment rollout
- Billing & EDI
 - Manage all 3rd party vendor relationships including EDI/Billing & TPV vendor outsourcing contract
 - Negotiate vendor contracts & pricing; monitor vendor performance and recommend changes in operations or contract terminations where necessary
 - Create and manage enrollment flows: identify failed enrollments for re-processing
 - Designed real time credit scoring model for enrollments to trigger customer deposit requirements
 - Manage billing vendor operations: monitor for missed or erroneous billing
 - Set up credit card and check payment processing

2009 – 2013 Founder, Kahu Advisors – financial services – commodity trading

Credit Suisse, New York: Migration and consolidation of trading system instance from NY to London.

Deutsche Bank, London/Sydney: Implement trade capture and risk measurement for new Australian energy commodities desk

Lloyd B. Spencer

2004 – 2008 Director, Credit Suisse, New York, NY. COO of Credit Suisse Energy business from inception

- Joined as first team member to create and build new energy trading business for the firm
- Established and managed energy specific memberships: FERC, ISOs, ICE, exchanges (including reporting)
- Budgeting, accruals, headcount management, expense management and allocations, cost containment, data provider discussions, email surveillance, compliance, mandatory training, desk moves, etc.
- CFO / risk manager for desk, calculation and hedging of interest rate exposures across 25 commodity trading books.
- Coordination of strategic vendor selection process; front office lead on systems configuration and integration
- Led monthly front office – back office meetings to identify and prioritize operational issues and IT development across whole front to back organization
- Developed process for middle office for trade fixes, daily flash PnL, currency exposure management, IR hedging
- Managed vendor relationships: software, data providers, outsourced real time desk
- Led implementation of physical trading for power and gas

2000 – 2004 Manager, PricewaterhouseCoopers Financial Risk Management, New York, NY.

- Broad range of valuation, structuring and process related projects with over 20 different energy & financial clients, covering market, credit and operational risks.
- Responsible for approximately \$1.2m in annual revenues. Managed up to 8 staff and 3 concurrent projects.
- Complete process and controls review of several physical-based energy commodity traders
- Review of FAS 133 treatment of commodity derivatives portfolios
- Purchaser due diligence of energy trading company

ARTICLES

-
- *Commodity Risk Management In Energy Project Finance, Managing Energy Price Risk (3rd Edition, March 2004)*
 - *Energy Market Participants: The Risks of being a Jack-of-All-Trades Public Utilities Fortnightly (Jun 1, 2003)*
 - *The Risk that Wasn't Hedged: So What's Your Gamma Position? Public Utilities Fortnightly (Oct 1, 2001)*
 - *Derivatives In Energy Project Finance, Managing Energy Price Risk (2nd Edition, Sept 1999)*
 - *Oil's well that ends well, Risk Magazine, June 1999*
 - *The value of power, Energy & Power Risk Magazine, May 1997*

EDUCATION & CERTIFICATIONS

-
- **Stanford University Graduate School of Engineering**, California. Master of Science in Operations Research with Distinction
 - **Auckland University**, Auckland, New Zealand. Bachelor of Science and Bachelor of Commerce in Statistics and Finance
 - **Chartered Financial Analyst** Charter holder
 - **Global Association of Risk Professionals**: Financial Risk Manager

APPLICATIONS

VB .NET, Matlab, R, Python, Openlink, Excel, C#, SQL, SSIS, Tableau

PERSONAL INTERESTS

Sailing, Skiing, Real Estate Investment



400 Madison Avenue, New York, NY 10017

tel 212 779 7000 fax 212 779 3061

Exhibit 9
Disclosure Statement

SMARTENERGY'S PENNSYLVANIA CONTRACT SUMMARY

| | |
|--|---|
| Natural Gas Supplier (NGS) Information | SmartEnergy Holdings, LLC 400 Madison Avenue, Suite 9A, New York, NY 10017 customer.service@smartenergy.com www.smartenergy.com 1-800-443-4440 SmartEnergy is responsible for gas commodity/supply charges. |
| Natural Gas Price Structure | Fixed during the first six (6) monthly billing cycles. |
| Natural Gas Supply Price | The rate for the first six (6) monthly billing cycles is [\$0._____] per [Ccf/therm]. |
| Statement Regarding Savings | The supply price may not always provide savings to the Customer. |
| Deposit Requirements | None. |
| Incentives | [TBD] |
| Contract Start Date | This Agreement will start with the first billing cycle after the NGDC completes Customer's enrollment with SmartEnergy. |
| Contract Duration/Length | Six (6) monthly billing cycles. |
| Cancellation/Early Termination Fees | No. |
| End of Contract | If you have a fixed duration contract approaching the expiration date, or whenever we propose to change the terms of service, you will receive two separate written notifications, the first approximately 60 to 75 days in advance and the second 45 days in advance of either the expiration date or the effective date of the proposed changes. These notifications will explain your options going forward. |

* Please retain this document for your records. If you have any questions regarding this agreement, contact your NGS using the information above.



SmartEnergy – Pennsylvania Disclosure Statement for Residential and Small Commercial Natural Gas Customers

1. Agreement to Purchase Natural Gas. **SmartEnergy Holdings, LLC (“SmartEnergy”),** www.smartenergy.com, is a Natural Gas Supplier, licensed by the Pennsylvania Public Utility Commission (“PUC”) to offer and supply Natural Gas services to residential and small commercial customers in the Commonwealth of Pennsylvania. **SmartEnergy’s PUC license number is [A** XXXXXXXXXX**].** Subject to acceptance by SmartEnergy and your Natural Gas Distribution Company (“NGDC”), you agree to purchase, and SmartEnergy agrees to supply, all of your Natural Gas, as delivered to you by your NGDC under the terms and conditions set forth in this document (the “**Disclosure Statement**”). SmartEnergy will be supplying the supply portion of your Natural Gas, and your NGDC will continue to provide the distribution services. Commodity prices and charges are set by SmartEnergy, the Natural Gas supplier you have chosen. The Public Utility Commission regulates distribution or delivery prices and services. As used herein, **the words “we”, “us” and “our” refer to SmartEnergy, and the words “you” and “your” refer to the Customer.**

Other defined terms:

Commodity Charges - The charges for basic gas supply service which is sold either by volume (Ccf or Mcf) or heating value (Dekatherms).

Nonbasic Charges – Depending on the product and plan that you select, you may be billed a monthly customer charge, which if applicable, will be indicated in the Welcome Letter or the Contract Summary.

2. Agreement and Term. The Disclosure Statement, Enrollment Form, Internet Enrollment Form, Telephone Verification Recording, Contract Summary and Welcome Letter shall be referred to **collectively as the “Agreement”, and the term of your Agreement begins with the next available meter**

reading after processing of your enrollment by your NGDC and SmartEnergy. Your services with SmartEnergy will continue for the fixed initial term shown on the Contract Summary unless terminated by you or SmartEnergy in accordance with the terms of this Agreement. If you have a fixed duration contract approaching the expiration date, or whenever we propose to change the terms of service, you will receive two separate written notifications, the first approximately 60 to 75 days in advance and the second 45 days in advance of either the expiration date or the effective date of the proposed changes. These notifications will explain your options going forward.

3. Right to Cancel. You may cancel this Agreement at any time before midnight of the third business day after receiving this Disclosure Statement. To cancel, you may contact SmartEnergy by writing to SmartEnergy Holdings, LLC, 400 Madison Avenue, Suite 9A, New York, NY 10017, or by telephone at 1-800-443-4440 (toll-free) from 9 a.m. to 6 p.m. E.T. (Monday through Friday), or by email to customer.service@smartenergy.com. An Agreement for Natural Gas supply services shall not be legally binding until the rescission period has expired, and you have not, directly or indirectly, rescinded your selection of SmartEnergy.

4. Relocation. You are required to provide notice to SmartEnergy if you relocate. If you relocate, a final reading will be made at your old address, and your account with both the NGDC and SmartEnergy will be terminated. You will be obligated to pay for the Natural Gas supply service provided through the date the termination due to relocation becomes effective, including without limitation, any applicable NGDC fees or charges. If you relocate within your NGDC’s service territory, you may be able to enter into a new Natural Gas supply agreement with SmartEnergy.

5. Disconnection of Service. Only your NGDC has the ability to disconnect your service. Failure to make full payment of NGDC charges may result in you being disconnected in accordance with your NGDC’s tariff.

6. Pricing. You will pay the fixed rate set forth at the time of enrollment and confirmed in the

Welcome Letter or the Contract Summary for the fixed initial term shown on the Contract Summary. Fixed rates and variable rates (if applicable) will be determined as follows:

a. **Fixed Rate.** The fixed rate per Ccf will be as indicated in the Welcome Letter or the Contract Summary. The fixed rate will be multiplied by the amount of Natural Gas you use in the billing cycle to determine the supply portion of your bill, plus any applicable fees, charges or taxes. This price includes natural gas commodity charges, estimated Total State Taxes, but excludes applicable state and local Sales Tax.

b. **Variable Rate.** If applicable, the rate for natural gas will be a variable rate that may be higher or lower each month and will be set in SmartEnergy's sole discretion. SmartEnergy typically considers some or all of the following factors when setting variable rates:

- publicly available competitor pricing;
- strategic business objectives;
- customer retention or attrition;
- market volatility or uncertainty;
- anticipated customer usage;
- the cost of procuring gas including wholesale prices, ancillary service costs, capacity auctions, utility fees, transmission and distribution losses and storage costs;
- weather, supply congestion and infrastructure issues;
- legal or regulatory issues; and
- profit margin.

This list of factors is not exhaustive, and no single factor will determine the rate. Some factors may be estimated or projected, and the factors SmartEnergy considers may be weighed differently each month. SmartEnergy may spread sudden cost increases over multiple billing cycles so that its customers do not bear the burden of such increases in a single month. In addition, SmartEnergy seeks to acquire the majority of its anticipated natural gas supply in advance rather than from the spot market. For all of these reasons, the variable rate may not correlate with changes in wholesale market prices, with the NGDC's rate or with **other suppliers' rates**. The variable rate will be multiplied by the amount of Natural Gas you use in the billing cycle to determine the supply portion

of your bill, plus any applicable fees, charges or taxes. This price includes natural gas commodity charges, estimated Total State Taxes, but excludes applicable state and local Sales Tax. The variable rate assigned to any particular individual account may vary from the rate assigned to any other particular individual account, even though such accounts may be in the same utility rate class. You will not be notified of price changes until the new price appears on your bill. To access current and future rates, contact one of our customer care representatives at 1-800-443-4440. **THERE IS NOT A LIMIT ON HOW MUCH THE PRICE MAY CHANGE FROM ONE BILLING CYCLE TO THE NEXT.**

c. **Non-Basic Charges:** Depending on the product and plan that you select, you may be billed a monthly customer charge, which if applicable, will be indicated in the Welcome Letter or the Contract Summary.

d. For both fixed-rate and variable-rate plans, you will incur additional service and delivery charges from your NGDC.

e. SmartEnergy's **prices may be higher or lower than your NGDC's rate in any given month.**

f. [RESERVED FOR INCENTIVE TERMS IF APPLICABLE]

g. You may contact SmartEnergy by telephone at 1-800-443-4440 (toll-free) from 9 a.m. to 6 p.m. E.T. (Monday through Friday), or by email to customer.service@smartenergy.com or online at www.smartenergy.com to obtain the previous 24 months' average monthly billed prices for that customer's rate class and NGDC service territory. However, please remember that past prices do not indicate present or future prices.

6. **Billing.** You will receive a single bill from your NGDC monthly that will contain your NGDC charges and your SmartEnergy charges. Your NGDC may or may not charge a fee for switching service to SmartEnergy. SmartEnergy may offer budget billing for the supply portion of the bill if permitted by your NGDC. If at any time during the term of this Agreement your NGDC does not provide

consolidated billing for your account, you will be billed by SmartEnergy for any charges owed to SmartEnergy. In that case, you will be billed separately by your NGDC for any taxes, distribution charges or other utility fees and charges. SmartEnergy will pass through to you all charges related to the collection of past due charges, including but not limited to, collection agency fees, legal and court fees and account termination fees.

7. Payment. Your payment is due by the date specified in your NGDC bill, and late payments will be subject to interest at 1.5% per month or the highest amount allowable under applicable law, whichever is lower. The NGDC will set your payment due date and the payment address.

8. Credit Requirements. SmartEnergy reserves the right to conduct a credit review prior to providing you with Natural Gas supply service, and reserves the right to refuse you Natural Gas supply service if you do not meet **SmartEnergy's credit standards**. You agree to provide SmartEnergy with any information reasonably requested in order to complete the credit review. If, prior to commencing Natural Gas supply service or at any time during the term of this Agreement, SmartEnergy has good faith concerns about your creditworthiness, SmartEnergy may conduct a credit review.

9. Information Release Authorization. You authorize SmartEnergy to obtain and review information regarding your credit history from credit reporting agencies and other information from your NGDC, including but not limited to the following: account name, account number, billing address, service address, telephone number, standard offer service type, historical and future Natural Gas usage, rate classification, public assistance status, meter readings, characteristics of Natural Gas service and, when charges under this Agreement are included on your NGDC bill, billing and payment information. This information may be used by SmartEnergy to determine whether it will commence and/or continue to provide Natural Gas to you. Such information may be disclosed to a third-party if (a) required by law; (b) such disclosure is to a third party service provider under confidentiality obligations not to disclose such information and to use it solely for the purpose of

providing services to us; (c) in connection with your Natural Gas supply service; and (d) to our affiliates and subcontractors for marketing purposes. Your acceptance of this Agreement is an authorization for the release of this information to SmartEnergy. This authorization will remain in effect during the term of this Agreement. You may rescind this authorization at any time by providing Notice thereof to SmartEnergy or calling 1-800-443-4440 (toll-free) from 9 a.m. to 6 p.m. E.T. (Monday through Friday). SmartEnergy reserves the right to cancel this Agreement on thirty **(30) calendar days' Notice in the event you rescind** such authorization.

10. Early Termination. You may cancel this Agreement at any time, for any reason, without fees or penalties. To cancel, you may contact SmartEnergy by mail, telephone, or electronically at the contact information provided above. If you cancel this Agreement, you agree to pay for the Natural Gas supplied by SmartEnergy through the date that another company begins to supply Natural Gas to you. You are responsible for all charges incurred through the date that makes your cancellation effective and for any fees incurred by SmartEnergy in collecting any unpaid amounts due. If you switch back to your NGDC you may or may not be served under the same rates, terms, and conditions that apply to other customers served by your NGDC. If you move from the service location, this Agreement is cancelled.

11. Events of Default. An Event of Default shall mean: (i) failure to make any payment required under this Agreement when due; (ii) the failure to take Natural Gas supply when delivered under the terms of this Agreement; (iii) significant downgrading of your credit rating since the effective date of this Agreement, as determined by SmartEnergy in its sole discretion; (iv) if you file a petition or otherwise commence, authorize or acquiesce in the commencement of a proceeding or cause of action under any bankruptcy or similar law for the protection of creditors, or have such petition filed against you and such petition is not withdrawn or dismissed for twenty (20) days after such filing; or (v) you are unable to pay your debts as they are due and such inability is not cured within ten (10) days after SmartEnergy provides you with written Notice.

a. Remedy for Event of Default. SmartEnergy has the right to terminate this Agreement according to Section 12 below if an Event of Default by you occurs.

b. Collection of Past Due Charges. SmartEnergy will pass through to you all charges related to the collection of past due charges, including but not limited to, collection agency fees, legal and court fees and account termination fees.

12. Termination of Service by SmartEnergy. SmartEnergy may terminate Natural Gas supply service to you for an Event of Default (defined in Section 11 above) by you, provided that SmartEnergy **provides you with at least thirty (30) days' advance** written Notice for you to cure the Event of Default before **the termination is effective (the "Termination Notice")**. **If the Event of Default is not cured, the services will be terminated, and you will then receive Natural Gas from your NGDC or will be given the opportunity to choose a different Natural Gas supplier.** You will be responsible to pay for Natural Gas consumed prior to termination. In addition, in the event of a change in applicable law or regulation that prevents or prohibits SmartEnergy from performing under the terms of this Agreement, or for any other reason, SmartEnergy reserves the right to terminate this Agreement by following the applicable rules in providing Notice to you. Upon any termination of this Agreement, you will return to receiving standard offer service from your NGDC unless you have selected another Natural Gas supplier.

13. [RESERVED FOR OFFSET LANGUAGE IF APPLICABLE]

14. Legal Notice. All legal notice to be given **hereunder ("Notice") will be in writing and delivered as** specified in this Agreement to both you and SmartEnergy, as applicable, by certified mail or email to you at your service or email address, and to SmartEnergy at 400 Madison Avenue, Suite 9A, New York, NY 10017 or customer.service@smartenergy.com. Notice will be effective upon either confirmation of receipt by the person to whom it is addressed, or when delivery is confirmed by the carrier, whichever is earlier. Notwithstanding anything herein to the contrary, SmartEnergy may make changes to the terms of this

Agreement at any time by posting them on www.smartenergy.com. The Agreement posted on the SmartEnergy website shall apply to all existing SmartEnergy customers, without the requirement of Notice as defined hereunder.

15. Miscellaneous.

a. Dispute Resolution. You agree to contact SmartEnergy by phone at 1-800-443-4440 (toll-free) from 9 a.m. to 6 p.m. E.T. (Monday through Friday) or by mail addressed to SmartEnergy Holdings, LLC, 400 Madison Avenue, Suite 9A, New York, NY 10017 or by email at customer.service@smartenergy.com regarding any dispute related to the Agreement. You should contact your NGDC concerning any emergency. If you are not satisfied after discussing your complaint with SmartEnergy, you may contact the PUC at 400 North Street, Harrison, PA 17120 or at 1-800-692-7380 (toll free).

Contact Information

Natural Gas Supply Supplier:
SmartEnergy Holdings, LLC
400 Madison Avenue, Suite 9A
New York, NY 10017
PUC license number [A-XXXXXXXXXX]
(800) 443-4440, Mon. – Fri., 9am -6pm EST
Website: www.smartenergy.com
Email: customer.service@smartenergy.com

To Contact Your NGDC and Supplier of Last Resort. Contact information for your NGDC in an emergency or for general inquiries, are as follows: Columbia Gas of Pennsylvania, Inc. at 1-888-275-4674; Peoples Natural Gas Company at 1-800-764-0111; Equitable Gas Company at 1-800-654-6335; National Fuel Gas Distribution, Pennsylvania Division at 1-800-365-3234; PECO Energy Company, Gas Division at 1-800-494-4000; PGW (Philadelphia Gas Works) at 215-235-1000; UGI Central Penn Gas at 1-800-652-0550; UGI Penn Natural Gas at 1-888-743-6374; UGI Utilities, Inc. at 1-800-276-2722

Pennsylvania Public Utility Commission:
400 North Street, Harrison, PA 17120
1-800-692-7380 (toll free)
www.puc.pa.gov

b. Assignment. You may not assign your rights or obligations under this Agreement without **SmartEnergy's** express written consent. SmartEnergy may sell, transfer, pledge, or assign the accounts, revenues, or proceeds due to it under this Agreement, and may also assign its interest in this Agreement to another Natural Gas supplier or other entity as permitted by law. Contract terms and conditions remain unchanged under an assignment, and you will receive prior notification of any subsequent assignment.

c. Publicity. When you provide a testimonial or win a contest, SmartEnergy shall be entitled to disclose and publicize your identity as a customer of SmartEnergy on its website and in any other marketing material.

d. Entire Agreement. This Agreement is the entire agreement between you and SmartEnergy and supersedes any prior written or verbal agreements. This Agreement is binding upon you and SmartEnergy and each of its respective successors and permitted legal assigns. This Agreement is not intended to benefit any third party.

e. Representations and Warranties, Limitation of Liability and Arbitration. The Natural Gas supplied by SmartEnergy under this Agreement will be purchased from a variety of sources. SMARTENERGY MAKES NO REPRESENTATIONS OR WARRANTIES OTHER THAN THOSE EXPRESSLY SET FORTH IN THIS AGREEMENT, AND EXPRESSLY DISCLAIMS ALL OTHER WARRANTIES, EXPRESS OR IMPLIED, INCLUDING ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A **PARTICULAR USE. SMARTENERGY'S LIABILITY UNDER THIS AGREEMENT SHALL BE LIMITED TO DIRECT, ACTUAL DAMAGES ONLY, WHICH WILL NOT EXCEED THE AMOUNT OF YOUR SINGLE LARGEST MONTHLY INVOICE DURING THE PRECEDING TWELVE (12) MONTHS. NEITHER SMARTENERGY NOR ANY OF ITS AFFILIATES OR SUBCONTRACTORS SHALL BE LIABLE FOR CONSEQUENTIAL, INCIDENTAL, INDIRECT, SPECIAL, PUNITIVE OR OTHER DAMAGES, REGARDLESS OF WHETHER SUCH DAMAGES ARE BASED ON A CLAIM RELATING TO**

CONTRACT, TORT, WARRANTY, NEGLIGENCE, STRICT LIABILITY, LOST PROFITS, BREACH, NON-PERFORMANCE OR ANY OTHER BASIS. YOU AND SMARTENERGY WAIVE THE RIGHT TO A JURY TRIAL IN CONNECTION WITH ANY DISPUTE ARISING OUT OF OR IN CONNECTION WITH THIS AGREEMENT. BOTH SMARTENERGY AND YOU AGREE NOT TO INITIATE OR BECOME A PARTY TO ANY CLASS ACTION SUIT OR PROCEEDING ARISING OUT OF OR RELATING TO THIS AGREEMENT.

f. Arbitration. If your complaint or dispute is not resolved through contact with our customer service department, you agree to resolve those disputes through binding arbitration or small claims court instead of in courts of general jurisdiction. Any arbitration under this Agreement will take place on an individual basis; class arbitrations and class actions are not permitted. Please visit www.smartenergy.com/resolvingdisputes for the full terms and conditions that govern your agreement to resolve any disputes arising under this Agreement through binding arbitration or small claims court.

g. Force Majeure. SmartEnergy will make commercially reasonable efforts to provide Natural Gas supply but does not guarantee continuous service. SmartEnergy is not responsible for events outside its control that may prevent SmartEnergy from supplying Natural Gas (**collectively, "Force Majeure Events"**), including without limitation, acts of God or governmental authority, accidents, labor disputes, required maintenance, your NGDC's non-performance, including without limitation, an outage, or changes in laws of any governmental authority or any other cause beyond SmartEnergy's control. SmartEnergy shall not be liable to you for any interruptions caused by a Force Majeure Event.

h. Governing Law. This Agreement shall be construed under and shall be governed by the laws of the Commonwealth of Pennsylvania without regard to the application of its conflicts of law principles.

i. Non-Waiver; Severability. The failure by one party to require performance of any provision shall not **affect that party's right to require performance at any time thereafter**, nor shall a waiver of any subsequent

breach or default of this Agreement constitute a waiver of any subsequent breach or default or a waiver of the provision itself. If any provision of this Agreement is held unenforceable, then such provision **will be modified to reflect the parties' intention**. All remaining provisions of this Agreement shall remain in full force and effect.

j. Amendments. SmartEnergy may change, modify or amend this Agreement at any time (each a "Change"). **Each Change will be made by SmartEnergy** in the manner required by applicable law. Each Change will be posted on SmartEnergy's website (www.smartenergy.com), and you will receive individual notice of the Change if required by applicable law. You should review the website periodically for applicable Changes. Your continued use of **SmartEnergy's** products and services following a Change constitutes your acceptance of this Agreement as so Changed.

16. Natural Gas Emergencies and Power Quality. The NGDC will continue to operate the Natural Gas delivery system. You will hold SmartEnergy harmless in the event of a loss of power caused by any entity other than SmartEnergy. If you have a Natural Gas emergency, you should contact your NGDC at its telephone number for emergencies.

17. Information about shopping for a Natural Gas Supplier is available from:

Pennsylvania Public Utility Commission (PUC)
400 North Street, Harrisburg PA 17120
1-800-692-7380
www.pagasswitch.com

Pennsylvania Office of Consumer Advocate
www.oca.state.pa.us



400 Madison Avenue, New York, NY 10017

tel 212 779 7000 fax 212 779 3061

Exhibit 11

Attached Affidavits

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of New York :

County of New York : ss.

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

[He/she is the CEO (Office of Affiant) of SmartEnergy Holdings, LLC (Name of Applicant);
[That he/she is authorized to and does make this affidavit for said Applicant;]

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

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

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



Signature of Affiant

Sworn and subscribed before me this 30th day of June, 2020.



Signature of official administering oath

My commission expires July 14, 2023.

MARY E. CROGHAN
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01CR6095486
Qualified in Suffolk County
Commission Expires July 14, 2023

Appendix B

OPERATIONS AFFIDAVIT

[Commonwealth/State] of New York :

SS.

County of New York :

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

[He/she is the CEO (Office of Affiant) of SmartEnergy Holdings, LLC (Name of Applicant);]

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

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

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

That SmartEnergy Holdings, 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 acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28 shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional natural gas sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

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

Appendix B (Continued)

That SmartEnergy Holdings, 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.

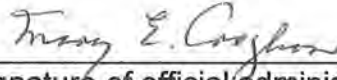
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the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

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



Signature of Affiant

Sworn and subscribed before me this 30th day of June, 2020.



Signature of official administering oath

My commission expires July 14, 2023.

MARY E. CROGHAN
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01CR6095486
Qualified in Suffolk County
Commission Expires July 14, 2023

Appendix C

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

CERTIFICATE OF SERVICE TEMPLATE

On this the 30TH day of June 2020 I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as a Natural Gas Supplier and all **NON-CONFIDENTIAL** attachments have been served, as either a hardcopy or a searchable PDF version on a cd-rom, upon the following:

| | |
|---|---|
| <p>Office of Consumer Advocate 5th Floor, Forum Place 555 Walnut Street Harrisburg, PA 17120</p> | <p>Office of the Attorney General Bureau of Consumer Protection Strawberry Square, 14th Floor Harrisburg, PA 17120</p> |
| <p>Office of the Small Business Advocate Commerce Building, Suite 202 300 North Second Street Harrisburg, PA 17101</p> | <p>Department of Revenue Bureau of Compliance PO Box 281230 Harrisburg, PA 17128-1230</p> |
| <p>Columbia Gas of PA, Inc. Michele Caddell 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.6841 FAX: 614.460.8447 e-mail: mcaddell@nisource.com</p> | <p>Bureau of Investigation & Enforcement Pennsylvania Public Utility Commission Commonwealth Keystone Building 400 North Street, 2 West Harrisburg, PA 17120</p> |
| <p>Peoples Natural Gas Company LLC – Equitable Division Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: Carol.Scanlon@peoples-gas.com</p> | <p>National Fuel Gas Distribution Corp. Joanne E. Maciok 6363 Main Street Williamsville, NY 14221 PH: 716.857.7670 FAX: 716.857.7479 e-mail: maciokj@natfuel.com</p> |
| <p>Peoples Natural Gas Company LLC Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: Carol.Scanlon@peoples-gas.com</p> | <p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: carlos.thillet@exeloncorp.com</p> |
| <p>Peoples Gas Company LLC Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: Carol.Scanlon@peoples-gas.com</p> | <p>Philadelphia Gas Works Ryan Reeves, Director Supply Transportation & Control 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.787.5103 email: pgwchoicesupply@pgworks.com</p> |

| | |
|---|---|
| Valley Energy Inc. Ed Rogers 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: erogers@ctenterprises.org | UGI Utilities, Inc. – Gas Division Sherry Epler 1 UGI Drive Denver, PA 17517 PH: 610.796.3447 Email: sepler@ugi.com |
|---|---|



Daniel Kern, CEO of SmartEnergy Holdings, LLC



400 Madison Avenue, New York, NY 10017

tel 212 779 7000 fax 212 779 3061

Exhibit 12

Proof of Newspaper Publications

COMMONWEALTH OF PENNSYLVANIA }
County of Cambria } SS

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of **SmartEnergy Holdings, LLC** For Approval To Offer, Render, or Furnish Natural Gas Services as a **Supplier Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.**

SmartEnergy Holdings, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a supplier of natural gas. **SmartEnergy Holdings, LLC** proposes to sell natural gas and related services in the entire Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

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

By and through Counsel: Stephen J. Geissler
SmartEnergy Holdings, LLC
400 Madison Avenue, Suite 9a,
New York, NY 10017
800-981-7183

publishes
that the
of The J
the subj
said put

On this 2nd day of June A.D. 2020, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Sales Manager / Major Accounts of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863,

County of Cambria, and Commonwealth of Pennsylvania and the matter published in said publication in the regular issues on May 21, 2020; and that the Affiant is not interested in any way in the outcome of the matter at all of the allegations as to time, place and character of

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Signed and sworn to before me on
2nd day of June, 2020,
by Christine Marhefka making the statement.

Juan Ohs

| | |
|------------------------------|---------------|
| 0.00 Lines @ \$2.50 per line | 0.00 |
| 66 Inches @ \$25.00 per inch | 150.00 |
| Notary Fee | 5.00 |
| Clerical Fee | 2.50 |
| Total Cost | 157.50 |

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

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

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

(Name of Newspaper)

By _____

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

*STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA*

Helene Sweeney being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said newspaper on the following dates:

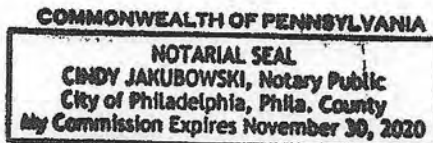
May 22, 2020

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

Sworn to and subscribed before me this 22nd day of May, 2020.

Notary Public

My Commission Expires:



Copy of Notice of Publication

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of **SmartEnergy Holdings, LLC** For Approval To Offer, Render, or Furnish Natural Gas Services as a **Supplier** Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

SmartEnergy Holdings, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a supplier of natural gas. **SmartEnergy Holdings, LLC** proposes to sell natural gas and related services in the entire Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

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

By and through Counsel: Stephen J. Geissler
Smart Energy Holdings, LLC
 400 Madison Avenue, Suite 9a.
 New York, NY 10017
 800-981-7183
 608-827-5501

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

SmartEnergy Holdings, LLC
400 Madison Avenue, suite 9a
New York NY 10017

REFERENCE: 150164 402884
PUC Notice

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

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

PUBLISHED ON: 05/22/20

TOTAL COST: \$543.00 AD SPACE: 0 Lines

FILED ON: 05/22/20

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

*Application of **SmartEnergy Holdings, LLC** For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.*

SmartEnergy Holdings, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a supplier of natural gas. **SmartEnergy Holdings, LLC** proposes to sell natural gas and related services in the entire Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

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

By and through Counsel: Stephen J. Geissler
SmartEnergy Holdings, LLC
400 Madison Avenue, Suite 9a.
New York, NY 10017
800-981-7183
608-827-5501

EP-402884

Sworn to and subscribed before me this 20th day of May 2020

Affiant: Lorri Stefanelli

NOTARY: Barbara J. Moore

Commonwealth of Pennsylvania - Notary Seal
Barbara J. Moore, Notary Public
Erie County
My commission expires March 23, 2024
Commission number 1114860
Member, Pennsylvania Association of Notaries

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

STATE OF PENNSYLVANIA

COUNTY OF LYCOMING

SS:

Robert O. Rolley, Jr., Publisher of the Sun-Gazette LLC publishers of the Williamsport Sun-Gazette, successor to the Williamsport Sun and the Gazette & Bulletin, both daily newspapers of general circulation, published at 252 West Fourth Street, Williamsport, Pennsylvania, being duly sworn, deposes and says that the Williamsport sun was established in 1870 and the Gazette & Bulletin was established in 1801, since which dates said successor, the Williamsport Sun-Gazette, has been regularly issued and published in the County of Lycoming aforesaid, and that a copy of the printed notice is attached hereto exactly as the same was printed and published in the regular editions of said Williamsport Sun-Gazette on the following dates, viz:

May 21, 2020

Affiant further deposes that he is an officer daily authorized by the Sun-Gazette LLC, publisher of the Williamsport Sun-Gazette, to verify the foregoing statement under oath and declare that affiant is not interested in the subject matter of the aforesaid notice of publication, and that all the allegations in the foregoing statement as to time, place and character of publication are true.

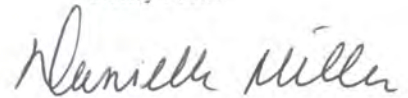

SUN-GAZETTE LLC

Sworn to and subscribed before me

The 26 day of May 20 20

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Danielle Miller, Notary Public
Lock Haven City, Clinton County
My commission expires December 27, 2020

Notary Public



STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette LLC, Dr.:

For publishing the notice attached

Hereto on the above state dates.....\$ 230.76

Probated same.....\$

Total.....\$ 230.76

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN-GAZETTE LLC hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid

SUN-GAZETTE LLC

BY Robert O. Rolley, Jr.

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
Application of SmartEnergy Holdings, LLC For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.
SmartEnergy Holdings, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural

gas supply services as a supplier of natural gas. SmartEnergy Holdings, LLC proposes to sell natural gas and related services in the entire Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

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

By and through Counsel:
Stephen J. Geissler
SmartEnergy Holdings, LLC
400 Madison Avenue,
Suite 9a,
New York, NY 10017
800-981-7183
608-827-5501

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

SMART ENERGY HOLDINGS, LLC
ANN MARIE TOSS
400 MADISON AVE., STE 9A NEW YORK NY 10017

Account # 637548
Order # 82437575
Ad Price: 232.95

LEGAL NOTICE PENNSYLVANIA

Lisa Burke

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

05/20/2020

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

Sworn and subscribed to before me
this 26th day of May A.D., 2020

[Handwritten Signature]

(Notary Public)

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Kathleen Weaver, Notary Public
City of Scranton, Lackawanna County
My Commission Expires June 14, 2021

LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
Application of **SmartEnergy Holdings, LLC** For Approval To Offer, Render, or Furnish Natural Gas Services as a **Supplier Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.**

SmartEnergy Holdings, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a supplier of natural gas. **SmartEnergy Holdings, LLC** proposes to sell natural gas and related services in the entire Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

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

By and through Counsel:
Stephen J. Geissler
Smart Energy Holdings, LLC
400 Madison Avenue, Suite 9a.
New York, NY 10017
800-981-7183
608-827-5501



AD#: 0009612015

Commonwealth of Pennsylvania,) ss
County of Cumberland)

Sheryl Leggore being duly sworn, deposes that he/she is principal clerk of PA Media Group; that The Patriot News is a public newspaper published in the city of Mechanicsburg, with general circulation in Cumberland and Dauphin and surrounding counties, and this notice is an accurate and true copy of this notice as printed in said newspaper, was printed and published in the regular edition and issue of said newspaper on the following date(s):

The Patriot News 05/21/2020

Sheryl M. Leggore
Principal Clerk of the Publisher

Sworn to and subscribed before me this 26th day of May 2020

Crystal B. Rosensteel
Notary Public

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Crystal B. Rosensteel, Notary Public
Susquehanna Twp., Dauphin County
My Commission Expires June 27, 2020
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of SmartEnergy Holdings, LLC For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

SmartEnergy Holdings, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a supplier of natural gas. SmartEnergy Holdings, LLC proposes to sell natural gas and related services in the entire Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

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

By and through Counsel:

Stephen J. Geissler
SmartEnergy Holdings, LLC
400 Madison Avenue, Suite 9a.
New York, NY 10017
800-981-7183
608-827-5501

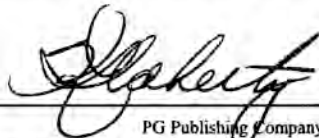
Proof of Publication of Notice in Pittsburgh Post-Gazette

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

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

14 of May, 2020

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



PG Publishing Company

Sworn to and subscribed before me this day of:
May 14, 2020



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

STATEMENT OF ADVERTISING COSTS

SmartEnergy Holdings, LLC
400 Madison Avenue, Suite 9A
New York New York 10017

To PG Publishing Company

Total _____ \$379.75

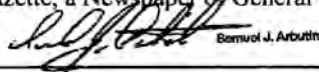
Publisher's Receipt for Advertising Costs

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

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

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

By _____


Samuel J. Arbutnot

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

Attorney For

COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
Application of SmartEnergy Holdings, LLC For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

SmartEnergy Holdings, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a supplier of natural gas. SmartEnergy Holdings, LLC proposes to sell natural gas and related services in the entire Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

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

By and through Counsel:
Stephen J. Geissler
SmartEnergy Holdings, LLC
400 Madison Avenue,
Suite 9A
New York, NY 10017
800-981-7183
608-827-5501