

Sarah C. Stoner
717.237.6026
sstoner@eckertseamans.com

October 15, 2021

DATE OF DEPOSIT

Via FedEx Standard Overnight

Rosemary Chiavetta, Secretary
PA Public Utility Commission
400 North Street
Harrisburg, PA 17120

OCT 15 2021

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Inspire Energy Holdings, LLC's Notice of Change in Organizational Structure
Docket No. A-2013-2376082

Dear Secretary Chiavetta:

In accordance with 52 Pa. Code § 54.34, Inspire Energy Holdings, LLC ("Inspire Energy") provides the following updates to its license:

1. Effective September 15, 2021, Shell New Energies US acquired 100% of the membership interest in Inspire Energy Capital, LLC, the ultimate parent company of Inspire Energy. Inspire Energy will retain its license and all customers currently served by Inspire Energy will continue to be served by Inspire Energy.
2. Inspire Energy's name, FEIN and DUNS number will remain the same.
3. Updated information regarding Inspire Energy's principal business address, customer service/complaint contacts, regulatory contact, names and addresses of officers (see **confidential** Supplement to Attachment A), affiliates, registered agent, civil proceedings (**confidential** Attachment to Section 5), accounting records custodian, FERC MBR number, and officer resumes (see **confidential** Revised Attachment D) are enclosed as license application updates.
4. As indicated in the enclosed update, Inspire Energy's regulatory contact is updated as follows:

Stephanie Donner, Chief Legal and People Officer
Inspire Energy Holdings, LLC
3402 Pico Blvd, Suite 300
Santa Monica, CA 90405
Phone: (202) 991-2310
Fax: N/A
regulatory@inspirecleanenergy.com

5. An update to the organizational structure of Inspire Energy is provided in the **confidential** Supplement to Attachment B of the license application.

Please note that the confidential attachments to this notice are being provided to the Commission under seal and it is requested that they be maintained in a non-public folder.

A verification attesting to the truthfulness of facts set forth in this notice is enclosed. Also enclosed is a Certificate of Service showing that a copy of this letter has been served on the statutory advocates and the applicable utilities.

Please do not hesitate to contact me if there are any questions regarding this filing or if you require additional information.

Sincerely,

Sarah C. Stoner

Sarah C. Stoner

cc: Cert. of Service (public version only)

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Inspire Energy Holdings, LLC, d/b/a _____, for approval to offer, render, furnish, or supply electricity or electric generation services as a Supplier of Electric Power 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:

Inspire Energy Holdings, LLC
3402 Pico Blvd, Suite 300
Santa Monica, CA 90405
<https://www.inspirecleanenergy.com/>
Phone: (866) 403-2620

- 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.

National Registered Agents, Inc.
600 N. 2nd Street, Suite 401
Harrisburg, PA 17101-1071
Phone: 855-337-0707
Fax: N/A

- 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.

Stephanie Donner, Chief Legal and People Officer
Inspire Energy Holdings, LLC
3402 Pico Blvd, Suite 300
Santa Monica, CA 90405
Phone: (202) 991-2310
Fax: N/A
regulatory@inspirecleanenergy.com

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

Deanne M. O'Dell, Esquire
Eckert Seamans Cherin & Mellott, LLC
213 Market Street, 8th Floor
Harrisburg, PA 17101
Phone: (717) 255-3744
Fax: (717) 237-6019
dodell@eckertseamans.com

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

Stephanie Donner, Chief Legal and People Officer
Inspire Energy Holdings, LLC
3402 Pico Blvd, Suite 300
Santa Monica, CA 90405
Phone: (202) 991-2310
Fax: N/A
regulatory@inspirecleanenergy.com

Dan Bell, Chief of Staff
Inspire Energy Holdings, LLC
3402 Pico Blvd, Suite 300
Santa Monica, CA 90405
Phone: (202) 991-2310
Fax: N/A
regulatory@inspirecleanenergy.com

2. **BUSINESS ENTITY FILINGS AND REGISTRATION**

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

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

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

or

X The Applicant will not be using a fictitious name.

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

The Applicant is a sole proprietor.

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

Or

The Applicant is a:

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

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

or

The Applicant is a:

- domestic corporation (15 Pa. C.S. §1308)
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- X 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. **See CONFIDENTIAL SUPPLEMENT TO ATTACHMENT A.**

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.

Inspire Digital Services California, LLC 3402 Pico Boulevard, Suite 300 Santa Monica, CA 90405
Not a jurisdictional public utility.

Inspire Digital Services PJM, LLC 3402 Pico Boulevard, Suite 300 Santa Monica, CA 90405
Not a jurisdictional public utility.

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

Applicant does not have any predecessors that have done business.

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5. COMPLIANCE

Application Updated
10/15/2021

- 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.

Please see **CONFIDENTIAL ATTACHMENT TO SECTION 5.**

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

Please see **CONFIDENTIAL ATTACHMENT TO SECTION 5.**

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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.

See revised organizational structure provided in the **CONFIDENTIAL SUPPLEMENT TO ATTACHMENT B**.

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

Inspire Accounting Team
Inspire Energy Holdings, LLC
3402 Pico Blvd, Suite 300
Santa Monica, CA 90405
Phone: N/A
Fax: N/A
ap@inspirecleanenergy.com

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

SEE CONFIDENTIAL REVISED ATTACHMENT D.

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

- Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.
- X Received approval from FERC to be a Power Marketer at Docket or Case Number ER14-1140-01.
- Not applicable

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9. **DISCLOSURE STATEMENTS:**

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

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

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

SEE ATTACHMENT E.

10. **VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS**

- a. **PJM LOAD SERVING ENTITY REQUIREMENT:** As a prospective EGS, the applicant understands that those EGSs which provide retail electric supply service (i.e. takes title to electricity) must provide either:

- proof of registration as a PJM Load Serving Entity (LSE), or
- proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

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

(Select only one of the following)

VERIFICATION

I, Dan Bell, hereby state that: (1) I am the Chief of Staff for Inspire Energy Holdings, LLC; (2) the facts set forth in the foregoing notice are true and correct (or are true and correct to the best of my knowledge, information and belief); and, (3) I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Date: October 15, 2021

Dan Bell

Dan Bell
Chief of Staff
Inspire Energy Holdings, LLC

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SECRETARY'S BUREAU

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CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of the foregoing document, upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54.

Via First Class Mail and/or Email

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

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

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

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

Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17101-1923

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

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

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

Office of Small Business Advocate
Forum Place
555 Walnut Street, 1st Floor
Harrisburg, PA 17101

Legal Department
Attn: Kimberly A. Klock
PPL
Two North Ninth Street
Allentown, PA 18108-1179

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

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

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

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

Dated: October 15, 2021

Sarah C. Stoner
Sarah C. Stoner, Esq.

ORIGIN ID:MDTA (717) 237-8000
SARAH STONER ESQ.
ECKERT SEAMANS CHERIN & MELLOTT
213 MARKET ST
8TH FLOOR
HARRISBURG, PA 17101
UNITED STATES US

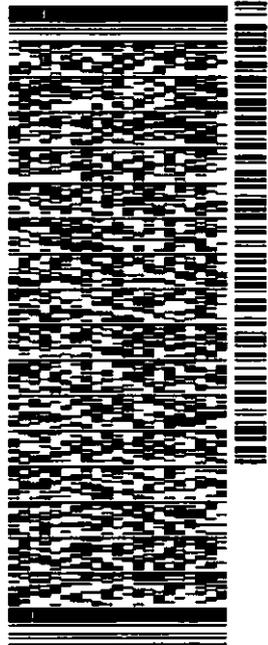
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BILL SENDER

TO ROSEMARY CHIAVETTA, SECRETARY
PA PUBLIC UTILITY COMMISSION
400 NORTH STREET

HARRISBURG PA 17120

(717) 237-8028 REF 305698.01
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