

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

DATE OF DEPOSIT

DEC - 2 2022

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU


November 29, 2022

Re: Bright Power's Pennsylvania Broker Licensing Application

Dear Ms. Chiavetta:

Please see the enclosed materials in support of the Application for Bright Power, Inc.'s Natural Gas Broker Licensure. Please let us know if there are further materials needed for the application.

Sincerely yours,


Sophia Spangler

Enclosures

1. The Official Application
2. Appendix F – Confidential Forms - Financials
3. Appendix E – Natural Gas Bonds
4. Appendix G – Technical Fitness
5. Appendix H – Newspaper Affidavits
6. Appendix Z – Business Entity
7. CD-rom version of Application
8. Certified check for \$350 made payable to the Commonwealth of PA

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Bright Power Inc., d/b/a Bright Power Inc., for approval to offer, render, furnish, or supply natural gas supply services as a(n) Broker/Marketer 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:

Bright Power Inc.
11 Hanover Sq, 21st Floor
New York, New York, 10005

www.brightpower.com

Phone: 212-803-5868. Toll Free 877-812-1625
Email: procurement@brightpower.com

- 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.

Name: Corporation Service Company
Address: 2595 Interstate Drive Suite 103 Harrisburg PA 17110
Phone Number: 1-800-927-9800

- 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.

Sophia Spangler, Energy Markets Analyst
Bright Power Inc.
11 Hanover Sq, 24th Floor
New York, New York, 10005

Phone: 646-780-5522.
Mobile: 516-268-3686
Fax: 866-379-8026
Email: sspangler@brightpower.com,
procurement@brightpower.com

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- 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.

BRIGHT POWER HAS INTERNAL COUNSEL. Pristine Johannessen, Legal Counsel
Bright Power Inc.
11 Hanover Sq, 21st Floor
New York, New York, 10005

Phone: 646 780-5516
Fax: 866-379-8026
Email: LEGAL@BRIGHTPOWER.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.

Andrew Kern, Vice President of Commercial & Energy Markets
Bright Power Inc.
11 Hanover Sq, 21st Floor
New York, New York, 10005

Phone: 646-780-5522. Toll Free 877-812-1625
Fax: 866-379-8026
Email: akern@brightpower.com

Sophia Spangler, Energy Markets Analyst
Bright Power Inc.
11 Hanover Sq, 24th Floor
New York, New York, 10005

Phone: 646-780-5522. Mobile: 516-268-3686
Fax: 866-379-8026
Email: sspangler@brightpower.com, procurement@brightpower.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):

- sole proprietor Provide proof of compliance with appropriate Department of State filing requirements as indicated above.

See Appendix Z

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

Delaware. See Appendix Z

- Give name and address of officers.
Jeffrey Perlman, President & CEO, 11 Hanover Square, 21st Floor, NY, NY 10005
Justin Pateman, CFO & Treasurer, 11 Hanover Square, 21st Floor, NY, NY 10005

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.

The Applicant does not currently have any affiliates doing business in Pennsylvania

- 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.

The Applicant does not currently have any affiliates doing business in Pennsylvania

4. OPERATIONS

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

Definitions

- Aggregator - an entity that purchases electric energy and takes title to electric energy as an intermediary for sale to retail customers.
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of electric energy but does not take title to electric energy.

- The Applicant is presently doing business in Pennsylvania as a

- 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)

OR

- X 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.

Bright Power Inc. is an entity that will act as an intermediary in the sale and purchase of natural gas but does not take title to natural gas nor will it be making payments for the customers.

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 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)
- Large Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):
- Residential and Small Commercial Customers in a Mixed Meter Capacity -
This customer class reflects situations in which a large commercial, industrial, and/or governmental customer account also contains features of residential and/or small commercial customers. In this instance, the residential and/or small commercial portion must be an incidental portion of the larger account. **This customer class alone does not allow marketing targeted directly to residential and/or small commercial customers.** Further information may be found in the Requirements Applicable to Mixed Meter Scenarios Secretarial Letter served March 25, 2011, at Docket No. M-2009-2082042.

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

Upon Approval of this Application

5. COMPLIANCE

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

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

Neither the applicant nor any people named in the Application have any criminal or civil/regulatory proceedings to list for the past five years.

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

- 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.

Neither the applicant nor any people named in the Application have had escalated actions or complaints files with or by a customer, regulatory agency, or prosecutory agency in the past five years.

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

6. PROOF OF SERVICE

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

See 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

Department of Revenue
Bureau of Compliance
PO Box 281230

Harrisburg, PA 17101

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. Transport Support Services 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.4980 e-mail: transportevaluations@nisource.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 Suzette Adams, Sr. Manager, Gas Supply and Transportation 2301 Market Street, S-18 Philadelphia, PA 19103 PH: 215.841.6467 Email: Suzette.Adams@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.

See Appendix E

- 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 Appendix F

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

N/A

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

Bright Power puts a margin on each contract that is built in the suppliers' rates. The customer will not pay Bright Power directly.

- 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.

Kareem Bryan, Controller 212-803-5868, Fax: 866-379-8026, Email: finance@brightpower.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. Submitting N/A on either the Sales Tax License Number or the Employer ID Number (items 7A and 7B) 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.

See Appendix I

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:

See Appendix G

- 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.
 - o To serve our National Clients that have locations inside the commonwealth
- Any other information appropriate to ensure the technical capabilities of the Applicant.

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

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

We do not plan to market to entities that only have operations inside the commonwealth. We will use third-party verification methods such as duo-factor to secure portals and have an additional layer of security. We also do not do door-to-door services.

- 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 Appendix G

9. DISCLOSURE STATEMENT:

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.

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

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.

- 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.

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 Natural Gas would need to run ads in The Erie Times-News, the Pittsburgh Post-Gazette, and the Johnstown Tribune-Democrat. 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 or Philadelphia Inquirer	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 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

(Newspaper Publication Templates are provided at Appendices F and G)

13. SIGNATURE

Applicant: Bright Power, Inc.

By: 
 Title: VP Commercial & Energy Markets

DATE OF DEPOSIT

Appendix A

APPLICATION AFFIDAVIT

DATE OF DEPOSIT

State of New York:

DEC - 2 2022

SS. PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU

New York County:

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

[He/she is the Vice President of Commercial & Energy Markets of Bright Power, Inc.);]

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

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

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

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

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

[Handwritten signature]
Signature of Affiant

Sworn and subscribed before me this 2nd day of November, 2022.

[Handwritten signature]
Signature of official administering oath

My commission expires 7/7/2023

PRISTINE JOHANNESSEN
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 02JD6095108
Qualified in Kings County
Commission Expires July 07, 2023

OPERATIONS AFFIDAVIT

DEC - 2 2022

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

State of New York:

: ss.

New York County:

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

[He/she is the Vice President of Commercial and Energy Markets of Bright Power, Inc.];

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

That Bright Power, Inc., 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 Bright Power, Inc., 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 Bright Power, Inc., 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).

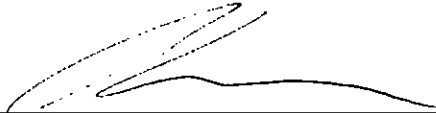
Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility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

Appendix B (Continued)

That Bright Power, Inc., 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 2nd day of November, 2022.



Signature of official administering oath

My commission expires 7/7/2023.

PRISTINE JOHANNESSEN
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 02JO6095108
Qualified in Kings County
Commission Expires July 07, 2023

Appendix C


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

CERTIFICATE OF SERVICE TEMPLATE

On this the 29th day of November, 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>Bureau of Investigation & Enforcement Pennsylvania Public Utility Commission Commonwealth Keystone Building 400 North Street, 2 West Harrisburg, PA 17120</p>	<p style="text-align: center;">DATE OF DEPOSIT</p> <p style="text-align: center;">DEC - 2 2022</p> <p style="text-align: center;">PA PUBLIC UTILITY COMMISSION</p>
<p>Columbia Gas of PA, Inc. Transport Support Services 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.4980 e-mail: transportevaluations@nisource.com</p>	<p>National Fuel Gas Distribution Corp. SECRETARY'S BUREAU 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 Suzette Adams, Sr. Manager, Gas Supply and Transportation 2301 Market Street, S-18 Philadelphia, PA 19103 PH: 215.841.6467 Email: Suzette.Adams@exeloncorp.com</p>
<p>Peoples Gas Company LLC Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931</p>	<p>Philadelphia Gas Works Ryan Reeves, Director Supply Transportation & Control 800 West Montgomery Avenue Philadelphia, PA 19122</p>

FAX: 412.208.6577 e-mail: Carol.Scanlon@peoples-gas.com	PH: 215.787.5103 email: pgwchoicesupply@pgworks.com
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


Sophia Spangler, Energy Markets Analyst



375 North Shore Drive
Pittsburgh, Pennsylvania 15212

www.peoples-gas.com

Carol Scanlon
Manager, Rates

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

August 23, 2022

DATE OF DEPOSIT

Andrew Kern
Vice President of Commercial and Energy Markets
Bright Power, Inc.
11 Hanover Square, 21st Floor
New York, NY 10005

DEC - 2 2022

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Dear Mr. Kern:

We are pleased that Bright Power, Inc. 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 Bright Power, Inc. is not currently serving customers on the Peoples systems, we have determined at this time that Bright Power, Inc. 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 Bright Power, Inc. 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,

Carol Scanlon
Manager, Rates
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

August 23, 2022

VIA EMAIL

Bright Power, Inc.
Ms. Sophia Spangler, Energy Markets Analyst
11 Hanover Square, 21st Floor
New York, NY 10005
sspangler@brightpower.com

Dear Ms. Spangler:

We understand that Bright Power, Inc. 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 Bright Power, Inc. intends to only provide natural gas aggregating, brokering, and consulting services at this time, we have determined that Bright Power, Inc. 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 Bright Power, Inc. 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



PHILADELPHIA GAS WORKS

800 West Montgomery Avenue • Philadelphia, PA 19122

8/22/2022

Andrew Kern, Vice President of Commercial and Energy Markets
11 Hanover Sq. 21st Floor
New York, NY 10005

Email: akern@brightpower.com / procurement@brightpower.com

RE: Security Requirement Bond for **Bright Power, Inc.**

Dear Andrew Kern,

Philadelphia Gas Works ("PGW") is aware that **Bright Power, Inc** has filed an application with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania and specifically within the services territory of Philadelphia Gas Works.

As you know, in making such an application, **Bright Power, Inc** must furnish acceptable security to each utility where **Bright Power, Inc** will do business. As such, under its tariff, Philadelphia Gas Works could require **Bright Power, Inc.** to provide a bond or other financial security instrument in an amount that Philadelphia Gas Works determines to be appropriate.

However, you have indicated, and it is Philadelphia Gas Works' understanding, that **Bright Power, Inc** intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that in performing these services **Bright Power, Inc.** Will never take title to any delivered natural gas.

Based upon your representations, Philadelphia Gas Works has determined that, at this time, **Bright Power, Inc.** does not need to post a bond or other form of security to operate in its service territory. If the services provided by **Bright Power, Inc.** should change, Philadelphia Gas Works reserves the right to require security from **Bright Power, Inc.** as it deems appropriate.

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

Sincerely,

A handwritten signature in black ink that reads "John C. Zuk".

JOHN C. ZUK

Sr. Vice President, Gas Management



UGI Utilities, Inc.
1 UGI Drive
Denver, PA 17517

610-796-3400

VIA E-MAIL

August 24, 2022

Bright Power, Inc.
11 Hanover Square
21st Floor
New York, NY 10005

ATTENTION: Andrew Kern, Vice President of Commercial and Energy Markets

**RE: Bright Power, Inc.
Application to Serve as a Natural Gas Broker**

Dear Mr. Kern,

Based on your assertion that Bright Power, Inc. ("Bright Power") is applying with the State of Pennsylvania to operate as a natural gas broker/marketer, UGI Utilities, Inc.-Gas Division ("UGIU") has concluded that Bright Power will not need to post security with UGIU. This is based on the declaration that Bright Power will be acting in conjunction with a licensed natural gas supplier who has been approved by the Pennsylvania Public Utility Commission to serve in the applicable UGIU service territories and who has posted the required financial security as specified in the UGIU Tariff. If Bright Power wishes to directly serve Choice customers in the service territories of UGIU in the future as a natural gas supplier, it will have to post security as specified in the UGIU Tariff prior to the commencement of the service.

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

Sincerely,

A handwritten signature in cursive script that reads 'Sherry Epler'.

Sherry Epler
Senior Manager
Tariff & Supplier Administration

SE/rks



pecoSM

AN EXELON COMPANY

August 25, 2022

Bright Power, Inc
11 Hanover Square, 21st Floor
New York, NY 10005

Re: Bonding Requirements

Dear Bright Power, Inc

PECO is aware that Bright Power, Inc 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 Bright Power, Inc could be required to provide to PECO a bond or other acceptable financial security in an amount that PECO determines to be appropriate. Bright Power, Inc has indicated that it intends to provide only brokering and consulting services to commercial and industrial customers 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 Bright Power, Inc 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 Bright Power, Inc or the creditworthiness requirement for PECO's exposure to Bright Power, Inc changes in the future, PECO reserves the right to require Bright Power, Inc to provide a bond or other financial security instrument.

If you should have any questions regarding this matter, please contact Wanda Rucker at wanda.rucker@exeloncorp.com.

Respectfully submitted,


Suzette Adams (AW)

Manager, Gas Supply and Transportation
2301 Market
Philadelphia, PA 19103

August 23, 2022

Andrew Kern
Bright Power, Inc
11 Hanover Square, 21st Floor
New York, NY 10005

Dear Andrew Kern:

We are pleased that Bright Power, Inc has applied for a license to provide Natural Gas Broker/Marketer Services on the distribution system of Columbia Gas of Pennsylvania, Inc. ("Columbia Gas").

Under Paragraph 2.4.5 of the Rules Applicable to Distribution Service section of the Tariff of Columbia Gas, Bright Power, Inc could be required to provide to Columbia Gas a bond or other financial security instrument in an amount that Columbia Gas determines to be appropriate. Bright Power, Inc has indicated only brokering and consulting services will be provided. Therefore, we have determined at this time that Bright Power, Inc does not need a bond or other financial security requirement to provide broker natural gas services to Columbia Gas customers.

If the creditworthiness requirement or Columbia Gas' exposure to Bright Power, Inc changes in the future, Columbia Gas might deem it appropriate to require Bright Power, Inc to provide a bond or other financial security instrument.

Please feel free to contact me at 614-460-4980 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



National Fuel

August 29, 2022

Bright Power, Inc.
Attn: Andrew Kern, Vice President of Commercial and Energy Markets
11 Hanover Square, 21st Floor
New York, NY 10005

Dear Andrew,

National Fuel Gas Distribution Corporation (“NFGDC”) is aware Bright Power, Inc. (BPI) has filed an application with the Pennsylvania Public Utility Commission to supply natural gas service to the public in Pennsylvania and specifically within the service territory of NFGDC.

As you know, in making such an application, BPI must furnish acceptable security to each utility where BPI will do business. As such, under its tariff, NFGDC could require BPI to provide a bond or other financial security instrument in an amount that NFGDC determines to be appropriate.

However, you have indicated, and it is NFGDC’s understanding that BPI intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that, in performing these services, BPI will never take title to any delivered natural gas, nor will it accept any customer payments or deposits.

Based upon your representations, NFGDC has determined that, at this time, BPI does not need to post a bond or other form of security to operate in its service territory. However, if the services provided by BPI change in the future, NFGDC reserves the right to require security from BPI as it deems appropriate.

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

Yours truly,

Nicole Barker
Transportation Services Department

DATE OF DEPOSIT

DEC - 2 2022

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



Philip D. Murphy
Governor

Sheila Y. Oliver
Lt. Governor

State of New Jersey

BOARD OF PUBLIC UTILITIES
44 South Clinton Avenue, 1st Floor
Post Office Box 350
Trenton, New Jersey 08625-0350
www.nj.gov/bpu/
(609)777-3300

Joseph L. Fiordaliso
President

Mary-Anna Holden
Commissioner

Dianne Solomon
Commissioner

Upendra Chivukula
Commissioner

Bob Gordon
Commissioner

June 29, 2022

Andrew Kern
Director of Energy Markets
Bright Power, Inc.
23 Winchester Dr.
Jackson, NJ 08527

Re: **Energy Agent, Private Aggregator, and Energy Consultant Initial Registrations**
Dkt. Nos. EE22040238L & GE22040239L

Dear Andrew Kern:

In accordance with the Electric Discount and Energy Competition Act of 1999, N.J.S.A. 48:3-49 et seq., at its June 29, 2022 Agenda meeting, the New Jersey Board of Public Utilities ("Board") voted to issue Energy Agent, Private Aggregator, and Energy Consultant Registrations to Bright Power, Inc. The company's registration numbers are EA-0691, PA-0278, and EC-0220. Pursuant to N.J.A.C. 14:4-5.8, these registrations shall not expire so long as a registration renewal fee accompanied by an annual information update form is submitted to the Board within 30 days prior to the annual anniversary date of June 29th.

These registrations are effective June 29, 2022. These registrations and the rights thereunder are **Non-Transferable**.

This letter is not an endorsement of, nor is it intended for use in, the marketing promotions of the registrant. Registrants shall comply with all applicable law, including the Electric Discount and Energy Competition Act, which prohibits the unauthorized change of a customer's energy provider and other fraudulent and illegal marketing activities.

If you have any questions, please contact Darren Erbe at (609) 913-6260.

Sincerely,

A handwritten signature in black ink that reads "Carmen D. Diaz".

Carmen D. Diaz
Acting Secretary

CDD/dee

Appendix G



THE COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF PUBLIC UTILITIES

CHARLES D. BAKER
GOVERNOR

KARYN E. POLITO
LIEUTENANT GOVERNOR

MATTHEW A. BEATON
SECRETARY OF ENERGY
AND ENVIRONMENTAL AFFAIRS

ONE SOUTH STATION
BOSTON, MA 02110
(617) 305-3500

ANGELA M. O'CONNOR
CHAIRMAN

JOLETTE A. WESTBROOK
COMMISSIONER

ROBERT E. HAYDEN
COMMISSIONER

March 23, 2017

Daniel M. Levin
Bright Power Inc.
11 Hanover Square, 21st floor
New York, NY 10005

Mr. Levin,

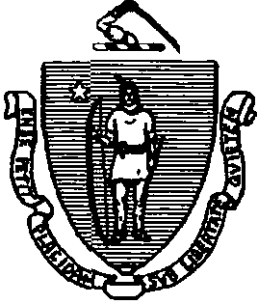
The Department of Public Utilities has reviewed Bright Power Inc.'s ("Bright Power") application for a Gas Retail Agent license to serve commercial and industrial customers in the Commonwealth of Massachusetts. I am pleased to inform you that the application has been approved. Bright Power's license number is **RA-178**.

As a condition of maintaining its license, Bright Power must file updated information within 30 days of any material change in the information required by 220 C.M.R. § 14.04(2), and must comply with all relevant requirements of G.L. c. 164 and the regulations thereunder, including 220 C.M.R. §§ 12.00, 14.00 *et seq.* If you decide to request renewal of Bright Power's license next year, please submit a renewal application that includes audited financial statements, at least 30 days prior to the expiration of this license.



Sincerely,


Mark D. Marini, Secretary



DEPARTMENT OF PUBLIC UTILITIES
 ONE SOUTH STATION, 5TH FLOOR
 BOSTON, MA 02110
 617-305-3500

Gas Retail Agent License Application for New Applicants
 Pursuant to 220 C.M.R. § 14.00 et seq.

REQUIRES ANNUAL FEE and ANNUAL RENEWAL

Please submit an original, two copies, and an electronic copy on CD-ROM formatted for Microsoft Word to the address above along with a \$100.00 annual fee.

I. GENERAL BUSINESS INFORMATION

1. Legal Name of Applicant: Bright Power Inc. _____

Doing business as (D/B/A): Bright Power Inc. _____

2. Business Address: 11 Hanover Square, 21st floor, NY, NY. 10005 _____

3. If a corporation, association, or partnership:
- (a) Organized under the laws of which state: New York, December 2004 – September 2014. Delaware, September 2014 to current. _____
 - (b) Date of organization: NY – December 28, 2004. DE, 1 September 2014. _____
 - (c) Attach a copy of the articles of incorporation, association, partnership agreement or other document regarding legal organization.
 - (d) Please, attach a copy of the by-laws.

4. Name, Title, and Business Address of all Officers and Directors, Partners, or other similar Officials:

DATE: 3/22/17	APPROVED
	<i>[Signature]</i>
	<i>[Signature]</i>
	<i>[Signature]</i>
	COMMISSIONERS, D.P.U.

Name	Title	Address
Jeffrey Perlman	CEO and President	11 Hanover Square, 21 st floor, New York, NY 10005
Steven Aponte	Treasurer and VP of Finance and Operations	11 Hanover Square, 21 st floor, New York, NY 10005
Allen Funk	CFO	11 Hanover Square, 21 st

		floor, New York, NY 10005
Andrew McNamara	Director	11 Hanover Square, 21 st floor, New York, NY 10005
Conor Laver	Director	11 Hanover Square, 21 st floor, New York, NY 10005
Ajit Virk	Director	11 Hanover Square, 21 st floor, New York, NY 10005
Mitchell Hauser	Director	11 Hanover Square, 21 st floor, New York, NY 10005

5. Name, Title, Toll-Free Telephone Number, and Email Address of Customer Service	
Contact Person:	
Daniel M. Levin	Vice President Energy Markets
Name	Title
Same as above	
Address	

NO 800 NUMBER Use 212 803-5868 dlevin@brightpower.com
Toll-Free Telephone Number (required) Email

6. Name, Title, and Telephone Number and Email Address of Regulatory Contact Person:

Anna Lindeman Legal Counsel
Name Title
11 Hanover Square, 21st Floor, New York, NY 10005
Address
646-780-5516 alindeman@brightpower.com
Telephone Email

Fax Number and Internet Address

7. Name and address of Resident Agent for Service of Process in Massachusetts for purposes of G.L. c.233A, § 3:

Dan Levin
10 Brewster Road, Wayland, Ma 01778

8. Identify the number of staff employed by the Applicant. 90

9. Provide resumes or biographies of key staff persons.

COMMISSIONERS

STATE OF MARYLAND

W. KEVIN HUGHES
CHAIRMAN

MICHAEL T. RICHARD
ANTHONY J. O'DONNELL
ODOGWU OBI LINTON
MENDY L. HERMAN



PUBLIC SERVICE COMMISSION

#2, 5/30/18 AM; ML# 220147
License Reference No.: IR-4055

May 30, 2018

Daniel M. Levin
Vice President Energy Markets
Bright Power, Inc.
11 Hanover Square, 21st Floor
New York, NY 10005

Dear Mr. Levin:

On April 24, 2018, Bright Power, Inc. ("Company") filed an Application for a License to Supply Electricity or Electric Generation Services in Maryland under COMAR 20.51. The Company proposes to provide electricity supplier services in Maryland for commercial customers as described in the application.

After considering this matter at the May 30, 2018 Administrative Meeting, the Commission granted the Company a license to supply electricity or electric generation services in Maryland (License Reference Number IR-4055). The license granted by the Commission under this Letter Order is limited solely to electricity supplier broker and aggregator services for the customer classes and service territories applied for and recommended by Staff.

Finally, the Company is reminded that it is under a continuing obligation to notify the Commission within 30 days of any changes to the information upon which the Commission relied in granting this license. A copy of the supplemental or updated information is required to be filed concurrently with the Office of People's Counsel.

By Direction of the Commission,

A handwritten signature in black ink, appearing to read "David J. Collins".

David J. Collins
Executive Secretary

DJC/st

WILLIAM DONALD SCHAEFER TOWER • 6 ST. PAUL STREET • BALTIMORE, MARYLAND 21202-6806

410-767-8000 • Toll Free: 1-800-492-0474 • FAX: 410-333-6495
MDRS: 1-800-735-2258 (TTY/Voice) • Website: www.psc.state.md.us/psc/

Attachment A



**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

Office of the Clerk

April 21, 2022

UCC RETRIEVALS
Mary Collins
7288 Hanover Green Dr
MECHANICSVILLE, VA, 23111 - 0000

RECEIPT

RE: Bright Coastal, Inc.
ID: 11376535
FILING NO: 2204214450098
WORK ORDER NO: 202204192639606

Dear Customer:

This is your receipt for \$2525.00 to cover the fees for filing an application for a certificate of authority to transact business in Virginia for a corporation with this office.

The effective date of the certificate is April 21, 2022.

If you have any questions, please call (804) 371-9733 or toll-free 1-866-722-2551.

Sincerely,

Bernard J. Logan
Clerk of the Commission

Delivery Method: Email

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, April 21, 2022

This is to certify that a certificate of authority to transact business in Virginia was this day issued and admitted to record in this office for

Bright Coastal, Inc.

a corporation organized under the laws of Delaware and that the said corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.



STATE CORPORATION COMMISSION

Attest:

A handwritten signature in cursive script, appearing to read "Bernard J. [unclear]".

Clerk of the Commission

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, APRIL 21, 2022

The State Corporation Commission has found the accompanying application for a certificate of authority to transact business in Virginia submitted on behalf of

Bright Coastal, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN
VIRGINIA**

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective April 21, 2022.

The corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner

**PUBLIC SERVICE COMMISSION OF THE DISTRICT OF COLUMBIA
1325 G STREET N.W., SUITE 800
WASHINGTON, D.C. 20005**

ORDER

November 20, 2019

**FORMAL CASE NO. EA 2019-18, IN THE MATTER OF THE APPLICATION
OF BRIGHT POWER, INC. FOR AN ELECTRICITY SUPPLIER LICENSE,
Order No. 20257**

I. INTRODUCTION

1. By this Order, the Public Service Commission of the District of Columbia (“Commission”) grants a license to Bright Power, Inc. (“Bright Power” or “Applicant”) to function as an electricity supplier in the District of Columbia.¹ Bright Power, Inc.’s license is effective upon issuance of this Order.

II. BACKGROUND

2. On October 3, 2019, Bright Power filed its license application.² Specifically, Bright Power intends to operate as a broker of electricity pursuant to § 4601 in Chapter 46 (Electricity Suppliers) of Title 15 of the District of Columbia Municipal Regulations.³ The Applicant represents that it intends to serve commercial customers in the District of Columbia. Bright Power filed supplemental information on October 25, 2019.⁴

III. DISCUSSION

3. Our review of the information contained in Bright Power’s application and supplemental filing demonstrates that it has met all the prescribed licensing requirements and that the Applicant has the ability and the financial integrity to serve electricity

¹ D.C. Official Code § 34-1501(17) (2001) defines, in part, an electricity supplier as “a person, including an aggregator, broker, or marketer, who generates electricity; sells electricity; or purchases, brokers, arranges or markets electricity for sale to customers.”

² *Formal Case No. EA 2019-18, In the Matter of the Application of Bright Power, Inc. for an Electricity Supplier License (“Formal Case No. EA 2019-18”).* Application of Bright Power, Inc. filed October 3, 2019.

³ *See* 65 DCR 9970-9989 (September 28, 2018).

⁴ *Formal Case No. EA 2019-18*, Bright Power, Inc. filed supplemental information on October 25, 2019.

customers in the District of Columbia. The Commission also finds that granting Bright Power's application will serve the public interest by fostering competition in the District's energy market. Accordingly, Bright Power's application is approved.

THEREFORE, IT IS ORDERED THAT:

4. The application of Bright Power, Inc. for a license to conduct business in the District of Columbia as an electricity supplier is hereby **GRANTED**. Bright Power, Inc.'s license is effective upon issuance of this Order.

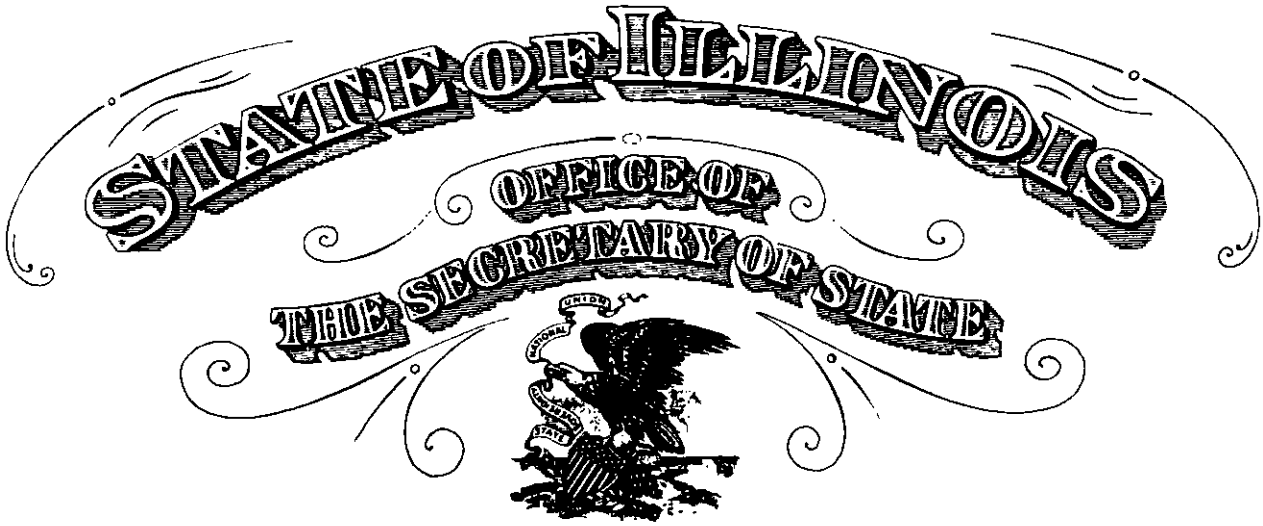
A TRUE COPY:

BY DIRECTION OF THE COMMISSION:

A handwritten signature in black ink, reading "Brinda Westbrook-Sedgwick". The signature is written in a cursive style with a large initial 'B'.

CHIEF CLERK:

**BRINDA WESTBROOK-SEDGWICK
COMMISSION SECRETARY**



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

BRIGHT POWER, INC., INCORPORATED IN DELAWARE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON MARCH 14, 2017, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 18TH day of APRIL A.D. 2017 .

Jesse White

SECRETARY OF STATE



THE COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF PUBLIC UTILITIES

CHARLES D. BAKER
GOVERNOR

KARYN E. POLITO
LIEUTENANT GOVERNOR

MATTHEW A. BEATON
SECRETARY OF ENERGY
AND ENVIRONMENTAL AFFAIRS

ONE SOUTH STATION
BOSTON, MA 02110
(617) 305-3500

ANGELA M. O'CONNOR
CHAIRMAN

JOLETTE A. WESTBROOK
COMMISSIONER

ROBERT E. HAYDEN
COMMISSIONER

March 23, 2017

Anna Lindeman
Bright Power, Inc.
11 Hanover Square - 21st Floor
New York, New York 10005

RE: Electricity Broker License Application

Dear Ms. Lindeman,

The Department of Public Utilities ("Department") has reviewed the application of Bright Power, Inc. ("Bright Power, Inc." or "Company") for an Electricity Broker license in the Commonwealth of Massachusetts, and is pleased to inform you that the Department has approved the application. Bright Power, Inc.'s license number is **EB-404**.

Consistent with the information provided in Bright Power, Inc.'s application, the activities the Company is licensed to provide are limited to electricity broker services to commercial and industrial customers. If, at a later date, the Company seeks to provide electricity broker services to residential customers, it must first seek and obtain Department approval when renewing its license.

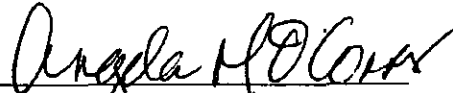
As a condition of maintaining this license, Bright Power, Inc. must comply with all relevant requirements of G.L. c. 164 and the regulations promulgated thereunder, including 220 C.M.R. §§ 11.00, 12.00 *et seq.* In addition, within 30 days of any material change in the information required by 220 C.M.R. § 11.05(2), the Company must file updated information

Ms. Anna Lindeman
Bright Power, Inc.

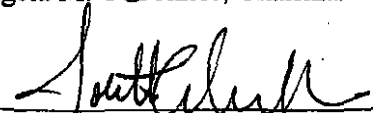
Page 2

with the Department. If Bright Power, Inc. requests a renewal of its license next year, please submit the renewal application no later than **March 1, 2018**.


By Order of the Department,



Angela M. O'Connor, Chairman



Jollette A. Westbrook, Commissioner



Robert E. Hayden, Commissioner



Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRIGHT POWER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRIGHT POWER, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2014.

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



5578581 8300

SR# 20191609855

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: 202348828

Date: 02-28-19

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

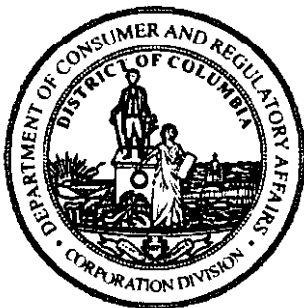
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code (Title 29) have been complied with and accordingly, this **CERTIFICATE OF GOOD STANDING** is hereby issued to

BRIGHT POWER, Inc.

WE FURTHER CERTIFY that the qualified foreign entity is registered to do business in the District; that all fees, and penalties owed to the District for entity filings collected through the Mayor have been paid and Payment is reflected in the records of the Mayor; The entity's most recent biennial report required by § 29-102.11 has been delivered for filing to the Mayor; and the entity's registration has not been terminated. This office does not have any information about the entity's business practices and financial standing and this certificate shall not be construed as the entity's endorsement.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 9/27/2019 9:22 AM

Business and Professional Licensing Administration



A handwritten signature in cursive script that reads 'Patricia E. Grays'.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Muriel Bowser
Mayor

Tracking #: KAzYKUEk

Attachment A



**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

Office of the Clerk

April 21, 2022

UCC RETRIEVALS
Mary Collins
7288 Hanover Green Dr
MECHANICSVILLE, VA, 23111 - 0000

RECEIPT

RE: Bright Coastal, Inc.
ID: 11376535
FILING NO: 2204214450098
WORK ORDER NO: 202204192639606

Dear Customer:

This is your receipt for \$2525.00 to cover the fees for filing an application for a certificate of authority to transact business in Virginia for a corporation with this office.

The effective date of the certificate is April 21, 2022.

If you have any questions, please call (804) 371-9733 or toll-free 1-866-722-2551.

Sincerely,

A handwritten signature in black ink, appearing to read "Bernard J. Logan".

Bernard J. Logan
Clerk of the Commission

Delivery Method: Email

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, April 21, 2022

This is to certify that a certificate of authority to transact business in Virginia was this day issued and admitted to record in this office for

Bright Coastal, Inc.

a corporation organized under the laws of Delaware and that the said corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.



STATE CORPORATION COMMISSION

Attest:

A handwritten signature in cursive script, appearing to read "Bernard J. Stoy".

Clerk of the Commission

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, APRIL 21, 2022

The State Corporation Commission has found the accompanying application for a certificate of authority to transact business in Virginia submitted on behalf of

Bright Coastal, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN
VIRGINIA**

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective April 21, 2022.

The corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner

ANDREW V. KERN

23 Winchester Drive, Jackson, NJ 08527
609-529-8826 (c) andrewvkern@gmail.com

Multifaceted advocate and results driven professional having a unique background and proven success in business development and fiscal operations with the ability to strategically problem solve, increase customer satisfaction, and motivate as both a team player and effective leader through tenacious follow-up and continuous communication.

PROFESSIONAL EXPERIENCE

Director of Energy Markets, Bright Power, 2019-present

- ◆ Guide large, multi-location real estate portfolio managers through Energy Supply Management decisions;
- ◆ Prepare supply recommendations, Conduct RFPs and Reverse Auctions and Negotiate contract terms
- ◆ Administer extensive Bulk Purchasing Aggregation consisting of hundreds of locations operated by nonprofit housing organizations throughout NYC.
- ◆ Provide reports and sales support for the National Portfolio Account Management Team

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- ◆ Led Recreation and Parks committee, completely audited all township owned playground equipment resulting in 4 locations being completely renovated within the first year.
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- ◆ Member - Monmouth Ocean Development Council (MODC) Energy and Environment Committee
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- ◆ Manager/Coach - Holbrook Little League Softball and Jackson Recreation Basketball

EDUCATION

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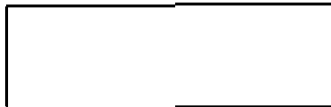
- ◆ President, Student Government Association 1989
- ◆ Student Justice, Disciplinary Review Board
- ◆ Chaplain, Theta Chi Fraternity

Bright Power Org Chart

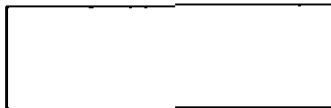
Key



Current Employee



Open Positions



Contractors



People connected to others through a dotted reporting line



Indicates a primary supervisor for employees



Indicates a secondary supervisor for employees

Notes

- Each BU or department's employees are shown on their own slide
- This org chart is updated frequently by the HR department. If you have questions or comments please email HR@brightpower.com
- In some instances hierarchy between employees is not able to be shown on this org chart due to space constraints



Bright Power Leadership

Jeff Perlman
Chief Executive Officer

Justin Pateman
Chief Financial Officer

Megan Gill
Chief Revenue Officer

Philip Luccarelli
Chief Operations Officer

Greg Sherman
Senior Vice President of Sales, Strategy and Operations

Andy McNamara
Executive Vice President, Operations California

Andrea Mancino
Executive Vice President New York

Jon Braman
Executive Vice President Strategic Initiatives

Colleen Woodson
Executive Vice President Operational Excellence

Jessica Esposito
Vice President, National

Samuel Biele-Fisher
Vice President, Multi Family Affordable

Andy Kern
Vice President, Commercial and Energy Markets

Kelly Knutsen
Vice President of Sales and Director of Policy

Jeannine Altavilla
Vice President Analysis

Juan Vargas
Vice President of Technology

Joe Ahlquist
Vice President New York

Carmel Pratt
Vice President New York

Dave Sachs
Vice President New York

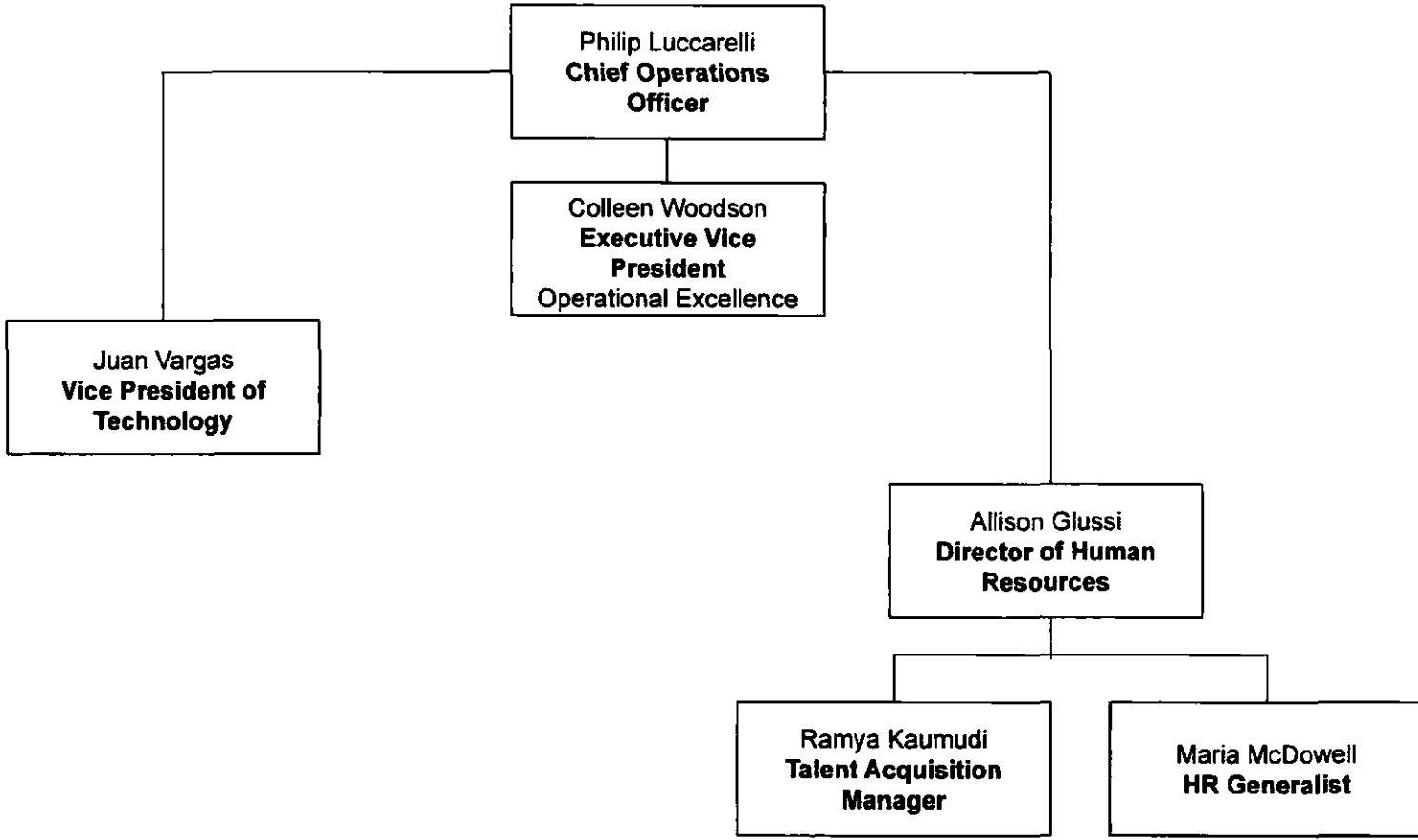
Pristine Johannessen
Legal Counsel

Mandy Lee
Operations Manager, Finance

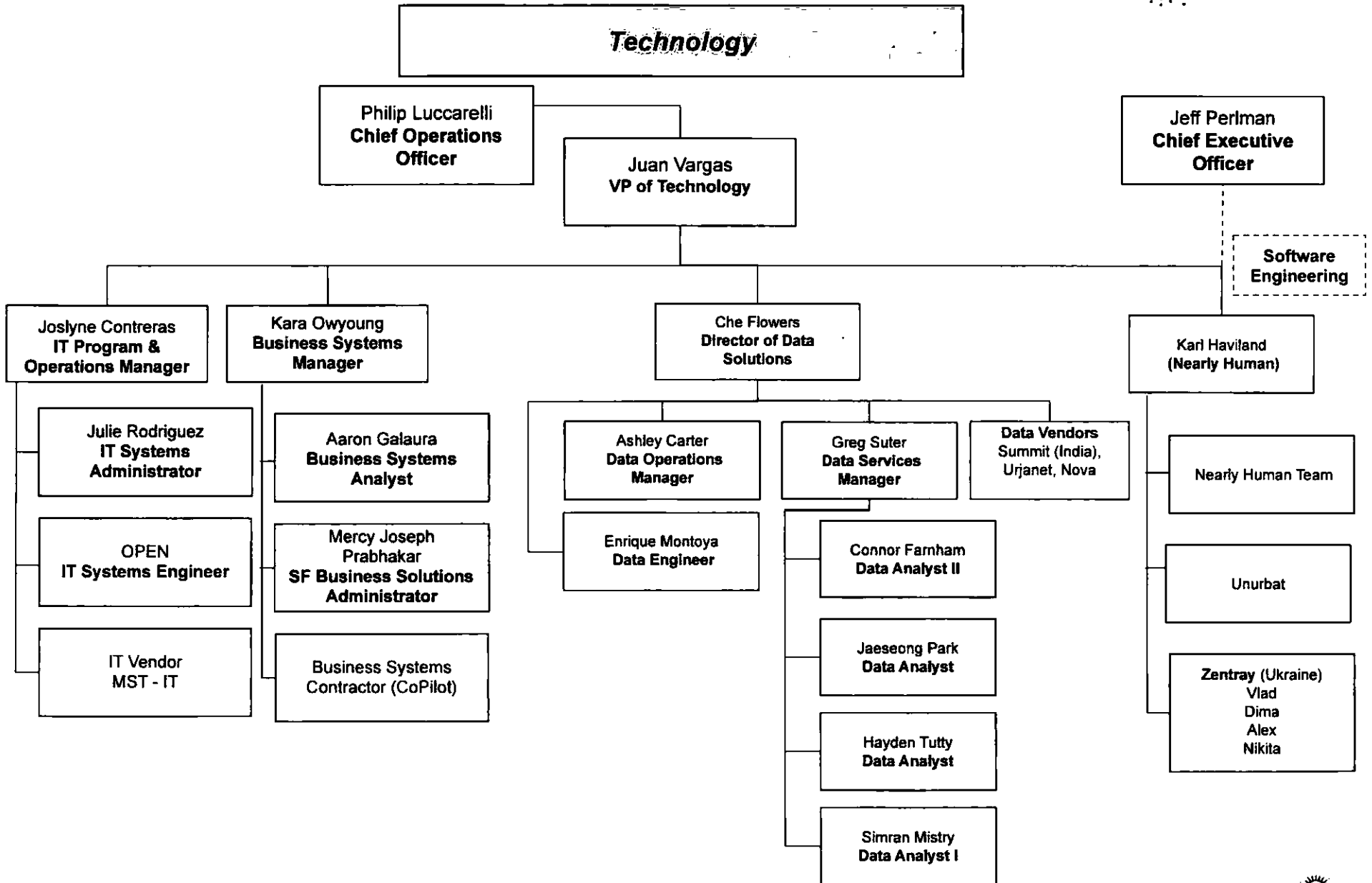
Allison Glussi
Director of Human Resources

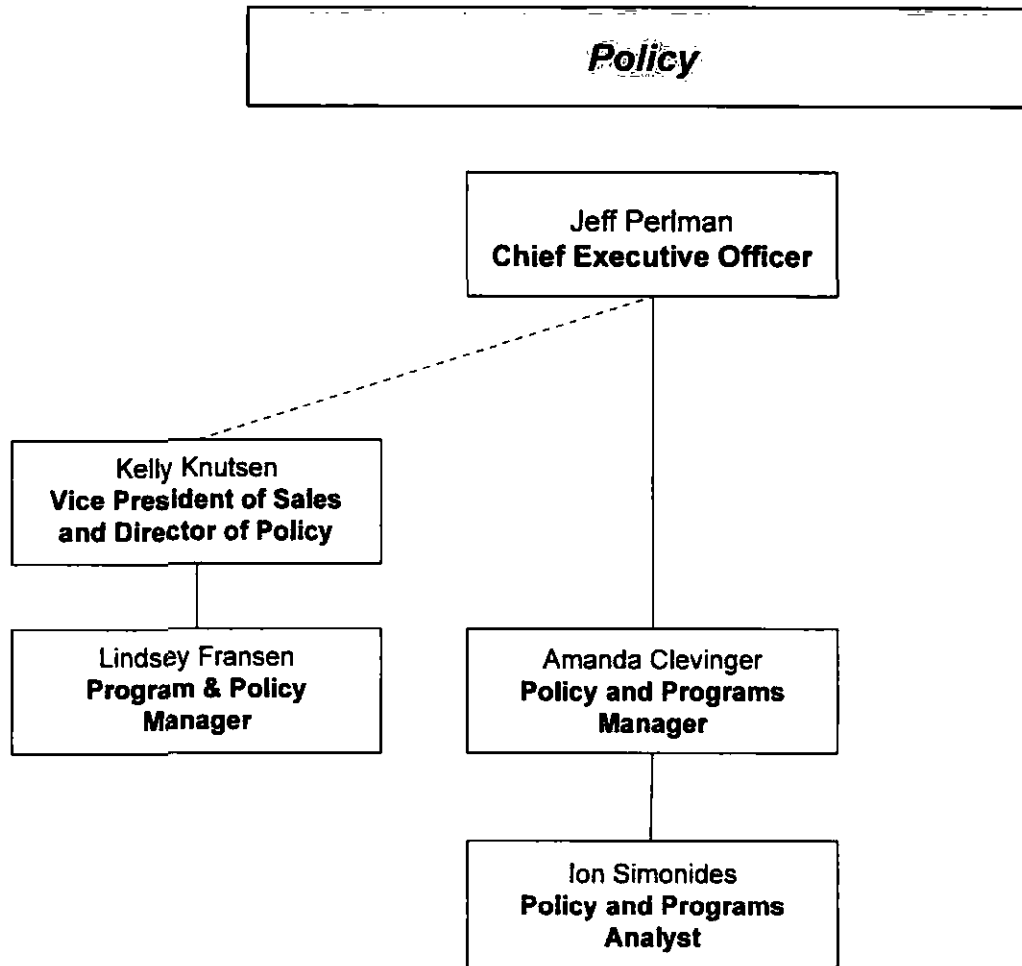


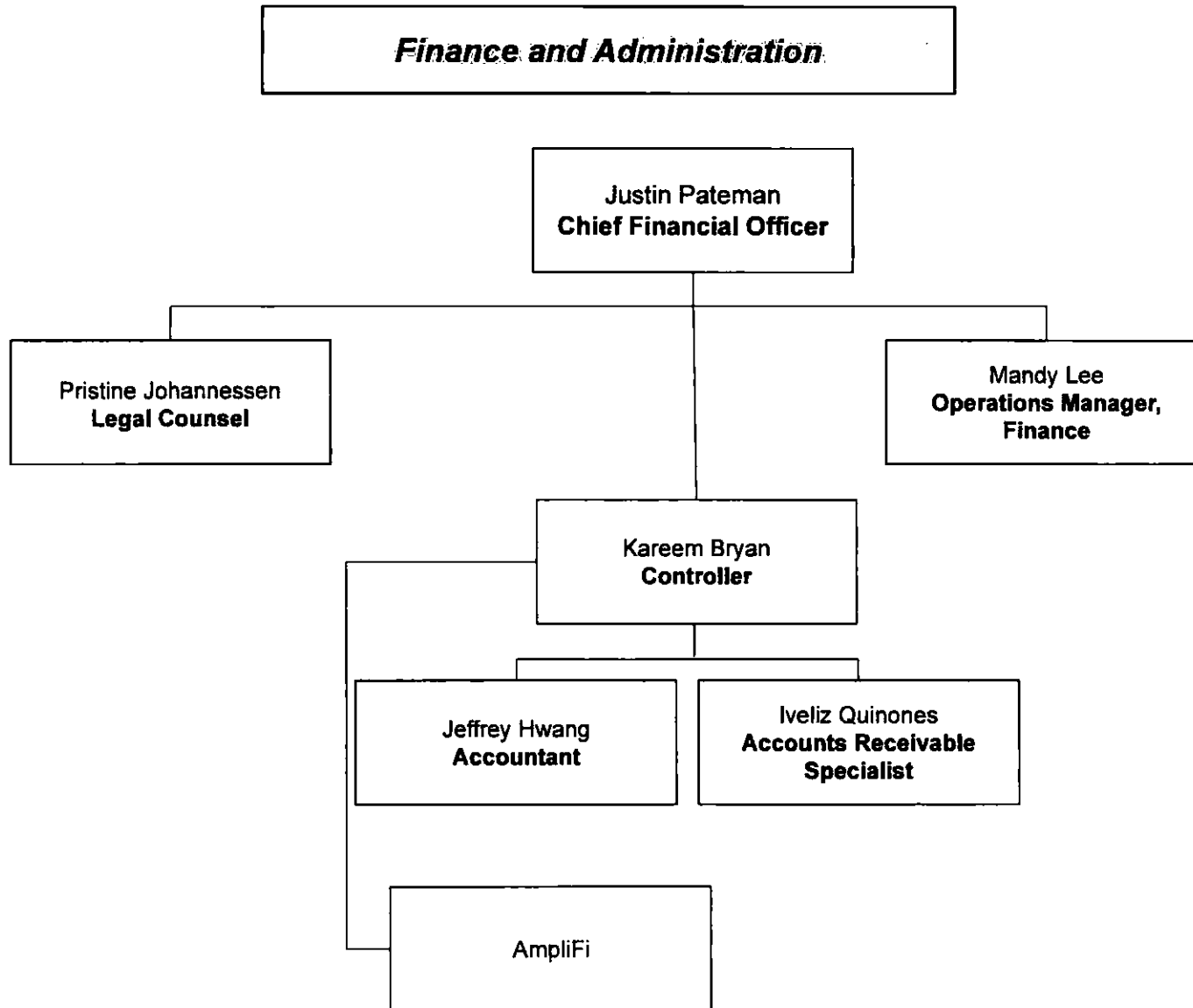
Operational Excellence

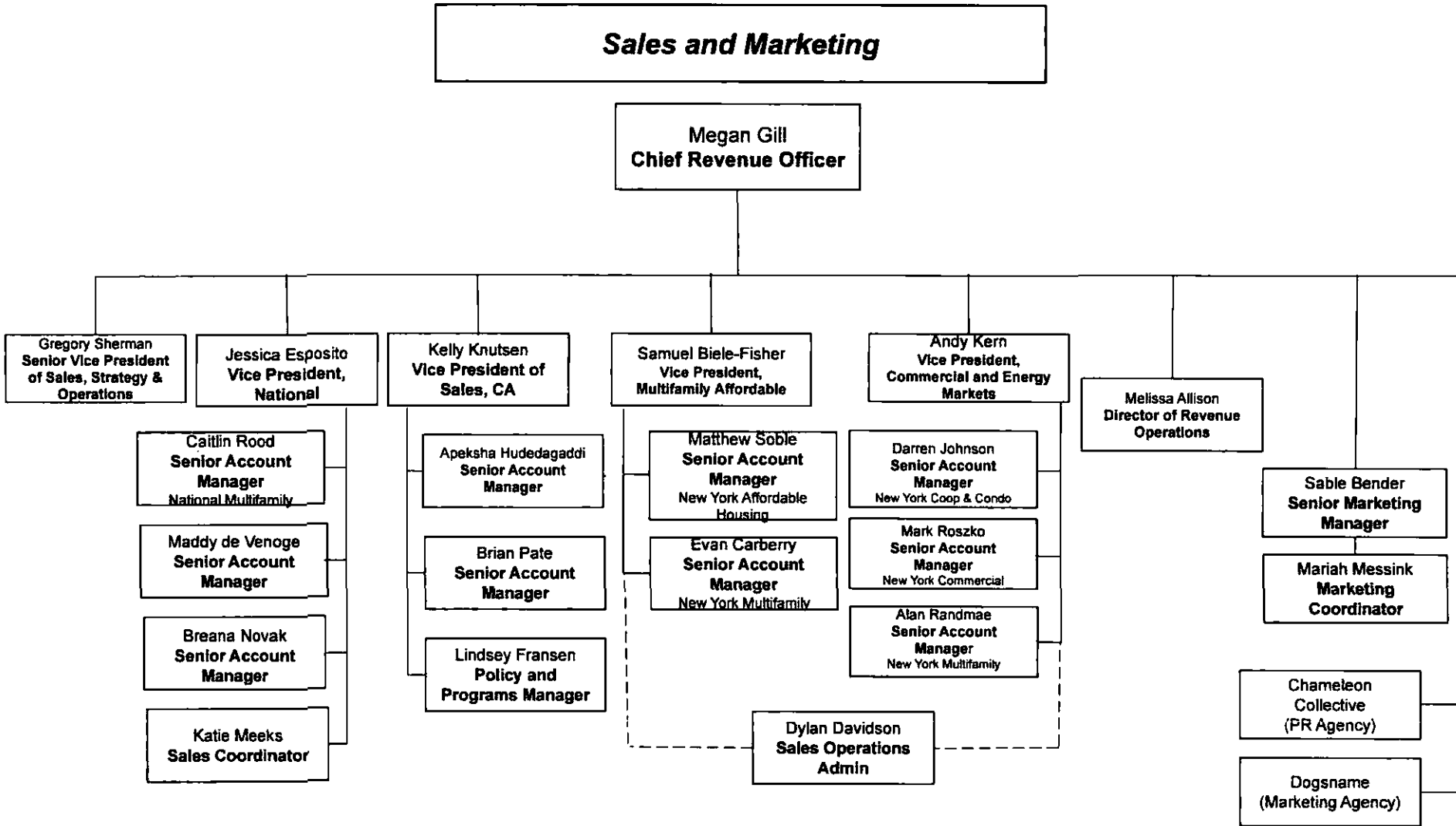


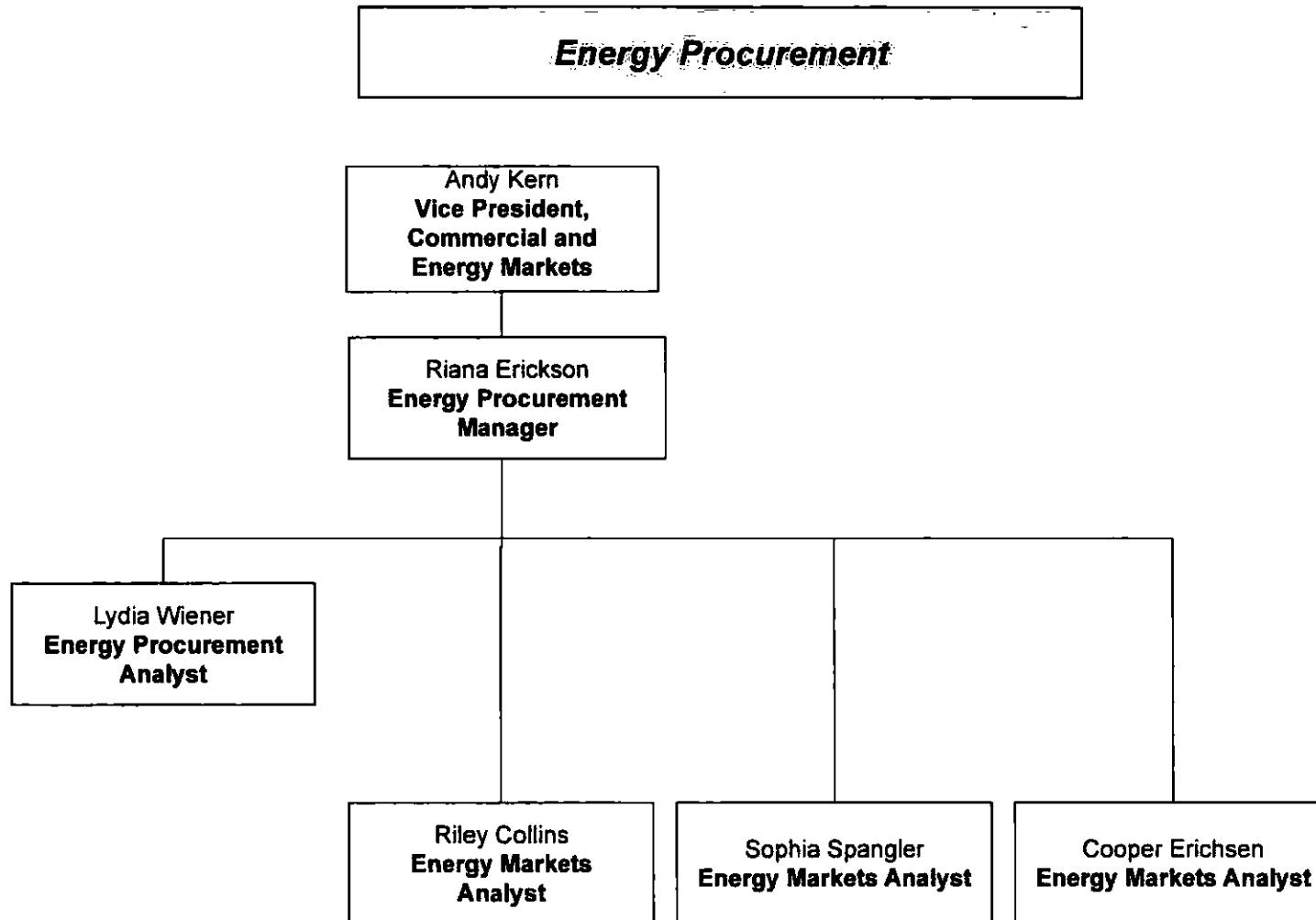
BRIGHT POWER











PHILIP LUCCARELLI
131 Duchess Lane
Brick, New Jersey 08724
<http://www.linkedin.com/in/philipluccarelli>
pluccarelli@comcast.net
Mobile (848) 223 – 4475

SUMMARY

Strategic and accomplished C-Level Executive experienced in operational execution for growth to Fortune 500 companies across multiple industries and markets. Outstanding reputation for quickly identifying opportunities, developing solutions, and building high performing teams that consistently exceed sales, revenue, and customer experience targets. Proven ability to mentor staff, cultivate trust across functional organizations, and create environments where people excel.

Areas of Expertise

- P&L Management
- M&A Integration
- Strategic Planning
- NPS / VoC Driven
- CEx Transformation
- Contractor Management
- Process Optimization
- National Field Service
- Supply Chain Mgt

PROFESSIONAL EXPERIENCE

LIME ENERGY (A Willdan Company) 2017 - Current

Energy efficiency firm serving the needs of small businesses and utilities across the US

COO / Executive Vice President - Operations

Recruited by CEO/Founder charged with building infrastructure to scale operations, increase net profit, and improved the customer experience. Led and directed all field operations, sales, supply chain, engineering, and business analytics serving small business and commercial markets.

- Increased revenue and EBITDA from \$124M to \$154M and \$9.5M to \$13.2 YoY
- Developed operating plan and revamped organizational structure decreasing SGA by 200 bps
- Introduced VoC process and The Lime Way installation playbook bringing the customer experience to forefront of sales and field service achieving +78 NPS within one year
- Co-Led transition from outsourced call centers to creation of Lime Call Center for inside sales and service. Achieved +\$17M in sales within first year and during pandemic.
- Implemented Salesforce for case management, lead tracking, and service & warranty administration
- Participated in management presentations resulting in successful sale of company two years ahead of private equity firm plan

ALTICE USA / Cablevision 2015 - 2017

Fourth largest telecommunications, media and entertainment company in US

Vice President of Operations NJ – Service Delivery (Sept 2015 – July 2016)

Vice President Service Delivery & Dispatch Operations USA – Aug 2016 to July 2017)

Responsible for leading service delivery operations for over +1.2M customers and +1,200 employees. Developed strategic pillars to drive improvements in Customer Service, Employee Engagement, Safety, Quality and Efficiency

- Consolidated dispatch operations within five months saving \$5.0M while maintaining SLA's
- Developed strategic plan to reduce costs by \$10M across operating centers post acquisition
- Implemented Voice of the Customer improving Field Service NPS to +72
- Spearheaded first Safety Symposium resulting in 20% decrease in incident rate

HOMESERVE USA**2011 – 2015**

Leading national provider of home warranty and emergency repair services

Senior Vice President – Service Delivery

Strategic and operational leader for field service delivery experience across the US including oversight of 3,000 technicians, \$75M operating budget, capacity planning, inventory management and contractor administration. US lead on global team to evaluate new field service management software to revolutionize customer experience.

- Led efforts to launch installation business resulting in \$5.2M within two years of operation.
- Introduced DisptchMe platform improving customer to technician communication
- 2014 HomeServe20 Global award winner for delivering outstanding customer service.

ADT SECURITY SERVICES**2007 – 2011**

Global leader providing national account, commercial and residential security services

Area Manager – Residential & Small Business (NJ, De, & Pa)

Directed over 250 employees and over \$65M in gross annual revenue. Responsible for P&L, customer service, installation, supply chain management, sales growth & retention, forecasting, scheduling, and regulatory compliance. Ranked #1 Area Manager in Northeast

- Successfully completed integration of three Broadview Security branches within twelve months. Integration completed on time and within budget.
- Improved sold to close ratios by reducing sale to install cycle time from nine to four days.

NJ SCHOOLS CONSTRUCTION CORPORATION, Trenton, NJ**2005 – 2007**

State established corporation to manage \$8 billion school construction and renovation program.

Director of Operations – Division of Project Management

Managed eight professionals responsible for the technical review of construction change orders and architect and engineering (A&E) amendments over \$100K. Developed budgets, policies and procedures, training programs, and new hire processes.

THE BRICKMAN GROUP, Freehold, NJ**2003 – 2005**

National horticultural services company with over 2,000 employees and \$400M in revenue.

Branch Manager - Sales & Customer Service

Directed \$4.2M profit center with 75 employees and eight direct reports. Responsible for P&L, production planning, sales management, customer satisfaction, and employee development.

GPU / FIRST ENERGY, Morristown, NJ**1986 - 2002**

Fortune 500 electric utility company in NJ and Pa acquired by FirstEnergy Corp.

Regional Vice President

Led customer service organization of 250 employees responsible for call center operation, all field operations, and account management of commercial, industrial, and municipal customers.

- Co-leader of GPU/FirstEnergy customer service merger transition team. Examined processes, technology applications, and staffing levels for multi-state organization of over 400 employees. Recommendations yielded over \$5M in cost savings.
- Successfully negotiated lower wage scale, exported calls to non-union call center, imported customer accounting / billing functions, and pay for performance incentives.

EDUCATION / PROFESSIONAL DEVELOPMENT

Masters Business Administration - Farleigh Dickinson University, Madison, NJ

Bachelor of Science, Ornamental Horticulture - Delaware Valley College, Doylestown, Pa

Graduate of Executive Institute – Penn State University

Increasing Capacity for Leading Change – Executive Coaching GAP International

Member: Board of Directors & Alumni Executive Council – Delaware Valley University

Justin Roy Pateman FCMA, CGMA/CPA, MAAT,

11 Hanover Square, 21st Floor ♦ New York, NY 10005 ♦ (212) 803-5868 ♦ jpateman@brightpower.com

EXPERIENCE

BRIGHT POWER, INC., New York, NY

Chief Financial Officer

2022 – Present

- Provide leadership and oversight of all financial and support functions
- Work closely with investors to provide transparency and visibility
- Execute the company strategy and growth objections, working closely with the Executive team
- Drive strategy and efficiencies, lead future capital raising funds

SOLVE INDUSTRIAL MOTION GROUP, Charlotte, NC

Chief Financial Officer

2021 - 2022

- Execution of the company's business plan for growth through Mergers & Acquisitions
- Successfully integrated 3 acquisitions in 12 months, growing the TTM EBITDA from \$17m to \$35m
- Ensured compliance with the lenders and kept the company well within debt leverage ratio requirements
- Led the finance function through reporting, forecasts and budgets

LOGITIX, Boca Raton, FL (remote from New York)

Interim Chief Financial Officer

2021

- Steered the company out of global pandemic following the cancellation of all live events
- Monitored cash flow closely in compliance with the lender's requirements
- Established forecasting and reporting tools

A PLACE FOR MOM, New York, NY

Interim Chief Financial Officer

2020 - 2021

- Provided stability and support of transition from one PE owner to another, and the relocation of the corporate function from Seattle to New York
- Execution of Financial Strategy to drive growth and improve profitability

OAKWOOD WORLDWIDE, Los Angeles, CA

Group Chief Financial Officer

2020 - 2021

- Led the integration following the company being acquired by Mapletree Investment Holdings
- Responsible for 170 staff across 4 international offices (LA, Singapore, London and Dubai)
- Created and executed financial strategy, established controls and policies, reducing costs and improving revenue

EDUCATION AND CERTIFICATIONS / PROFESSIONAL AFFILIATIONS

- **CHARTERED INSTITUTE OF MANAGEMENT ACCOUNTANTS**
Fellow Chartered Management Accountant, since 1999
Chartered Global Management Accountant / Certified Public Accountant, since 2010
- **ASSOCIATION OF ACCOUNTING TECHNICIANS**
Bachelors, Member of Association of Accounting Technicians, 1995

SKILLS/SOFTWARE

- Sage, MS Office Suite, MS Dynamics (GP, Navision), NetSuite, SaaS, JD Edwards, QuickBooks, CODA, SAP, Hyperion, Cognos, Jet Reports, Adaptive, Business Objects (BO/BI), Concur, Tableau

INTERESTS

- **COMPOSTING**
Regular volunteer with Compost Power in New York, to reduce organic waste and provide compost to fertilize the belong to residents living in public housing to enable them to grow their own organic vegetables
- **COOKING**
Enjoy cooking and baking, and the entertaining. #britcanbake

ANDREW V. KERN

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- ◆ Chaplain, Theta Chi Fraternity

JEFFREY ERIC PERLMAN, CEM, LEED AP, BPI-MFBA

11 Hanover Square, 21st Floor ♦ New York, NY 10005 ♦ (212) 803-5868 ♦ jperlman@brightpower.com

A multi-faceted senior energy executive and solar energy, energy efficiency, green buildings, and decarbonization expert with experience in project development, energy auditing, cost-benefit analysis, engineering and finance.

EXPERIENCE

Bright Power, New York, NY <http://www.brightpower.com>
CEO, President & Founder of this company advancing clean, cost-effective energy solutions. (2005 – Present)

- Growing and leading the company from nothing to over \$41M in revenue and over 160 employees, working with over 100,000 buildings.
- Leading capital raising, including \$25M Series B in 2021 from BMO, Generate Capital and others.
- Hiring and managing staff, and building customer and partner relationships.
- Designing, selecting and procuring financing for solar energy, energy efficiency, backup power and decarbonization solutions in multifamily residential, commercial and industrial buildings.
- Leading the development of an energy management software application, EnergyScoreCards, and a real-time energy management service, MoBIUS, for property owners, managers and lenders.
- Analyzing markets, opportunities and costs versus benefits for solar energy and efficiency technologies.
- Writing reports and presenting nationally on solar energy, energy efficiency and decarbonization.

Association for Energy Affordability, Bronx, NY <http://www.aeany.org>
Energy Engineer at this non-profit energy efficiency & training agency. (2006 – 2008)

- Energy auditing & energy modeling of multi-family buildings.
- Specifying features in next generation energy analysis software (online EA-QUIP).

Greening A Block, New York, NY (2004 – 2007)
Co-Founder of this project to create an urban showcase of energy efficiency, pollution reduction, job development and community sustainability through energy efficiency.

- Calculating the potential for energy efficiency on an entire city block of buildings.
- Determining maximal leverage of local, state (NYSERDA) and federal energy efficiency programs.

Capital E, Washington, DC <http://www.cap-e.com>
Consultant of this renewable energy consulting and investment services company. (2002 – 2005)

- Evaluating the new solar electric and solar hot water technologies.
- Analyzing the costs and financial benefits of green buildings and energy efficiency with Greg Kats.

Big Apple Solar Installation Commitment, New York, NY (2003 – 2004)
Co-Executive Director and Founder of this solar energy education and outreach non-profit.

- Running workshops and producing newsletters and other educational information about solar energy.
- Surveying buildings for solar feasibility.
- Facilitating solar installations by working with building owners, banks, and other organizations.
- Analyzing the costs, financial benefits and system performance of solar electric systems.

ADVISORY/BOARD INVOLVEMENT

New Alternatives Fund, Huntington, NY <http://www.newalternatives.com>
Trustee of this \$450M mutual fund investing proactively in clean energy. (2010 – Present)

New York State Public Service Commission, Strategic Advisory Group (SAG) <https://www.dps.ny.gov>
 Selected by Chair John Rhodes to advise the PSC on energy efficiency and building electrification. (2020 – Present)

NYSERDA Carbon Neutral Buildings Technical Advisory Group (TAG) <https://www.nyserda.ny.gov>
 Selected to advise this NY State Agency on the Carbon Neutral Buildings Roadmap for the State. (2019 – Present)

Board Member, **Center for Traditional Music and Dance**, New York NY <http://www.ctmd.org>

TEACHING EXPERIENCE (selected)

New York University (NYU), New York, NY (2009 – 2013)

- Adjunct Assistant Professor, Schack Institute of Real Estate

City University of New York (CUNY), New York, NY (2010 – 2012)

- Adjunct Assistant Professor, Borough of Manhattan Community College

EDUCATION & CERTIFICATIONS

Yale University, New Haven, CT B.S. Applied Physics, May 2001

Certified Energy Manager (CEM), Association of Energy Engineers, 2007
Building Performance Institute Multifamily Building Analyst (BPI-MFBA), 2007
LEED Accredited Professional (LEED AP), 2006

Riana Erickson, LEED GA11 Hanover Square, 21st Floor ♦ New York, NY 10005 ♦ (646) 827-7708 ♦ rerickson@brightpower.com**EXPERIENCE****Bright Power, Inc., New York, NY***Energy Procurement Analyst/ NY Sector*

February 2021 – Present

- Conducts customized RFPs using Bright Power's pool of third-party energy suppliers
- Creates engaging customized client deliverables based on energy market analysis, RFP results and client strategy
- Brokers third-party energy supply contracts
- Manages Bright Power's Bulk Energy Procurement Initiative
- Continuous Bright Power reconciliation using *Edge on Demand* and *Salesforce*
- Strategizes and produces internal automated Energy Procurement Team resources and processes

Bright Power, Inc., New York, NY*Energy Analyst/ NY Sector*

April 2019 – February 2021

- Local Law Benchmarking for Local Laws: 33/95, 84/133, 87, 97 and compliance programs including: HPD, HCR, MPP, EGC
- Identified and communicated energy-saving opportunities for management and ownership portfolios via *EnergyScoreCards* analysis and presentations
- Daily engagement with multimillion-dollar property management companies
- Collaborated cross functionally with the Audit, Software, Technology, Energy Procurement, Accounts Receivable Teams to deliver holistic analysis
- Federal Green Loan compliance outreach, data manipulation and reporting

Graze – Nature Delivered Inc., New York, NY*Retail Operations Coordinator*

November 2018 – April 2019

- Conducted daily RFPs for FTLs and palletized shipments
- Coordinated container shipments and drop-offs via *Retail Access* software
- Inventory management of warehouse pallets
- Fulfillment of marketing shipments through management of warehouse staff
- Accounts Receivable for NY invoices
- SKU forecasting in *Tableu*

John Mini Distinctive Landscapes LLC, New York, NY*Horticulturist*

July 2018 – November 2018

- Acted as the main Liaison between John Mini & Clients
- Plant identification education
- Individualized product replenishment
- Analyzed species replenishment

EDUCATION AND CERTIFICATIONS

- **STATE UNIVERSITY OF NEW YORK COLLEGE OF ENVIRONMENTAL SCIENCE AND FORESTRY**
BS, Environmental Science; Earth and Atmospheric System Science, Minors: Mathematics & Environmental Writing
- **LEED GREEN ASSOCIATE:** Credential ID 11339741-GREEN-ASSOCIATE, expiration: Dec, 2021
- **CYBERSECURITY AWARENESS** Training, ESET, no expiration

SKILLS/SOFTWARE

- **MS Suite, G Suite, SQL, Salesforce, EnergyStar Portfolio Manager, EnergyScoreCards, Confluence, Edge on Demand, R Studio, ArcGIS, Tableau, BambooHR, InsperityHR**

INTERESTS

- **CORPORATE SUSTAINABILITY**
Environmental, Social and Governance metrics relating to large-scale businesses
- **IOS APP DEVELOPMENT**
Swift coding & entrepreneurship
- **FOOD INSECURITY IN NEW YORK CITY**
Participation in New York Cares volunteer opportunities and general interest in West Side's Campaign Against Hunger

No. _____ Term, _____

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 L. Weber, 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:

01 of September, 2022

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.

[Signature]

PG Publishing Company

Sworn to and subscribed before me this day of:
September 01, 2022

[Signature]

Commonwealth of Pennsylvania - Notary Seal
Karen Flaherty, Notary Public
Allegheny County
My commission expires November 16, 2024
Commission number 1386128
Member, Pennsylvania Association of Notaries

DATE OF DEPOSIT

DEC - 2 2022

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

STATEMENT OF ADVERTISING COSTS
Bright Power, Inc.
11 Hanover Square, 21st Floor
New York New York 10005

To PG Publishing Company

Total ----- \$535.50

Publisher's Receipt for Advertising Costs

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

Office
2201 Sweeney Drive
CLINTON, PA 15026
legaladvertising@post-gazette.com
Phone 412-263-1440

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

By *[Signature]* David A. Lockertie

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

COPY OF NOTICE OR PUBLICATION

Pennsylvania Public Utility Commission Notice
Applications of Bright Power, Inc. ("Bright Power") For Approval To Offer, Render, or Furnish Services as a Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services and Electricity Supply or Electric Generation Services, To The Public in The Commonwealth Of Pennsylvania.
Bright Power will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a broker/marketer engaged in the business of providing natural gas services. Bright Power will also be filing an application with the PUC for a license to supply electricity or electric generation services as (1) a broker/marketer engaged in the business of supplying electricity. Bright Power proposes to sell electricity, natural gas, and related services in all EDCS and NGDCS in the Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act.
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Bright Power 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 Bright Power's attorney at the address listed below.
By and through Counsel:
Pristine Johannessen
Bright Power, Inc.
11 Hanover Square, 21st Floor
New York, NY 10005
212-803-5868
Fax Number: 866-379-8026

LOCALiQ

Erie Times-News | The Intelligencer
Bucks County Courier Times
The Daily American | Beaver County Times
Pocono Record | Burlington County Times

PO Box 630531 Cincinnati, OH 45263-0531

PROOF OF PUBLICATION

Sophia Spangler
Bright Power Inc
11 Hanover Square, 21st Floor
New York NY 10005

STATE OF PENNSYLVANIA, COUNTY OF ERIE

The Erie Times-News is a newspaper of general circulation, whose principal place of business is at 205 W 12th Street, Erie, Pennsylvania. That a copy of the printed notice, hereto attached, is exactly as the same was printed and published in the regular edition of the Erie Times-News, published in the issue dated:

08/28/2022

Sworn to and subscribed before on 08/28/2022

Pennsylvania
Public Utility Commission

Notice

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By and through Counsel: Pristine Johannessen
Bright Power, Inc.

11 Hanover Square, 21st Floor
New York, NY 10005
212-803-5868

Fax Number: 866-379-8026

(8-7706194-NT-28)

Legal Clerk

Notary, State of WI, County of Brown

7/27/25

My commission expires

Publication Cost: \$275.10

Order No: 7706194

of Copies:

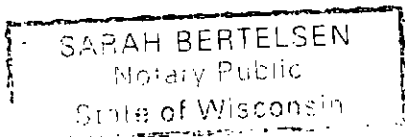
Customer No: 574622

1

PO #:

THIS IS NOT AN INVOICE!

Please do not use this form for payment remittance.



The Philadelphia Inquirer

801 MARKET STREET, SUITE 300 PHILADELPHIA PA 19107

Affidavit of Publication

On Behalf of:
BRIGHT POWER, INC.
11 Hanover Square, 21st Floor
New York, NY 10005

STATE OF PENNSYLVANIA COUNTY OF PHILADELPHIA:

Before the undersigned authority personally appeared the undersigned who, on oath represented a and say: that I am an employee of The Philadelphia Inquirer, LLC, and am authorized to make this affidavit of publication, and being duly sworn, I depose and say:

1. The Philadelphia Inquirer, LLC is the publisher of the Philadelphia Daily News, with its headquarters at 801 Market Street, Suite 300, Philadelphia, Pennsylvania 19107.
2. The Philadelphia Daily News is an edition of The Philadelphia Inquirer. The Philadelphia Daily News is continuously published and distributed Sunday-Friday in the City of Philadelphia, count and state aforesaid.
3. The printed notice or publication attached hereto set forth on attached hereto was published in all regular print editions of the Philadelphia Daily News on

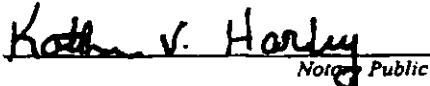
Legal Notices

as published in Daily News Legals in the issue(s) of:

8/29/2022

4. Under oath, I state that the following is true and correct, and that neither I nor The Philadelphia Inquirer, LLC have any interest in the subject matter of the aforesaid notice or advertisement.




Notary Public

My Commission Expires:

Commonwealth of Pennsylvania - Notary Seal
KATHERINE V. HARLEY, Notary Public
Philadelphia County
My Commission Expires May 23, 2025
Commission Number 1512829

Ad No: 113867
Customer No: 105163

COPY OF ADVERTISEMENT

Pennsylvania Public Utility Commission Notice

Applications of Bright Power, Inc. ("Bright Power") For Approval To Offer, Render, or Furnish Services as a Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply or Electric Generation Services, To The Public In The Commonwealth Of Pennsylvania.

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**Electricity Generation
Customer Choice and
Competition Act.**

**The PUC may consider
this application without
a hearing. Protests
directed to the
technical or financial
fitness of **Bright Power**
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 Bright
Power's attorney at the
address listed below.**

**By and through
Counsel: Pristine
Johannessen
Bright Power, Inc.
11 Hanover Square,
21st Floor
New York, NY 10005
212-803-5868
Fax Number:
866-379-8026**

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

BRIGHT POWER
21ST FLOOR
11 HANOVER SQUARE NEW YORK NY 10002

Account # 646540
Order # 82657672
Ad Price: 334.82

PENNSYLVANIA PUBLIC UTILI

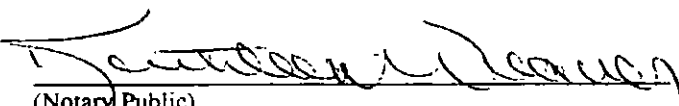
Betzaida Cajigas

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:

08/30/2022

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 Betzaida Cajigas

Sworn and subscribed to before me
this 30th day of August A.D., 2022


(Notary Public)

Commonwealth of Pennsylvania - Notary Seal
Kathleen Weaver, Notary Public
Lackawanna County
My commission expires June 14, 2025
Commission number 1314506
Member, Pennsylvania Association of Notaries

**Pennsylvania
Public Utility Commission**

Notice

Applications of **Bright Power, Inc.** ("Bright Power") For Approval To Offer, Render, or Furnish Services as a Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply or Electric Generation Services, To The Public In The Commonwealth Of Pennsylvania.

Bright Power will be filing an application with the Pennsylvania Public Utility Commission (PUC) for a license to provide natural gas supply services as (1) a broker/marketer engaged in the business of providing natural gas services. Bright Power will also be filing an application with the PUC for a license to supply electricity or electric generation services as (1) a broker/marketer engaged in the business of supplying electricity. Bright Power proposes to sell electricity, natural gas, and related services in all EDCs and NGDCs in the Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Bright Power 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 Bright Powers attorney at the address listed below.

By and through Counsel:
Pristina Johannessen

Bright Power, Inc.

11 Hanover Square, 21st Floor
New York, NY 10005
212-803-8888
Fax Number: 888-379-8028

PA Media Group
1900 Patriot Dr
Mechanicsburg, PA 17050



The Patriot News

BRIGHT POWER INC
11 HANOVER SQ 21ST FL
NEW YORK, NY 10005

AD#: 0010421980

Sales Rep: PA Classifieds
Account Number: 1000875667
AD#: 0010421980

Remit Payment to:
PA Media Group
Dept 77571
P.O. Box 77000
Detroit, MI 48277-0571

Page 1 of 2

Date	Position	Description	P.O. Number	Ad Size	Costs
08/21/2022	Misc Legal Notice PA	Pennsylvania Public Utility Commission Notice Applications of		1 x 49 L	
				Affidavit Notary Fee - 08/21/2022	\$5.00
				Basic Ad Charge - 08/21/2022	\$267.67
				Total	\$272.67

FOR QUESTIONS CONCERNING THIS AFFIDAVIT, PLEASE CALL 717-255-8119



The Patriot News

LEGAL AFFIDAVIT

AD#: 0010421980

Commonwealth of Pennsylvania,) ss
County of Cumberland)

Christine Arnold 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 08/21/2022

Principal Clerk of the Publisher

Sworn to and subscribed before me this 22th day of August 2022

Notary Public

Commonwealth of Pennsylvania - Notary Seal
Crystal B. Rosensteel, Notary Public
Dauphin County
My commission expires June 27, 2024
Commission number 1299212
Member, Pennsylvania Association of Notaries

**Pennsylvania
Public Utility Commission
Notice**

Applications of Bright Power, Inc. ("Bright Power") For Approval To Offer, Render, or Furnish Services as a Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services and Electricity Supply or Electric Generation Services, To The Public in The Commonwealth Of Pennsylvania.

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By and through Counsel: Pristine Johannessen
Bright Power, Inc.
11 Hanover Square, 21st Floor
New York, NY 10005
212-603-5866
Fax Number: 866-379-8226

COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

PENNSYLVANIA PUBLIC Utility Commission
Notice:
 Applications of Bright Power, Inc. ("Bright Power") For Approval To Offer, Render, or Furnish Services as a Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services and Electricity Supply or Electric Generation Services, To The Public in The Commonwealth Of Pennsylvania. Bright Power will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a broker/marketer engaged in the business of providing natural gas services. Bright Power will also be filing an application with the PUC for a license to supply electricity or electric generation services as (1) a broker/marketer engaged in the business of supplying electricity. Bright Power proposes to sell electricity, natural gas, and related services in all EDC's and NEDC's in the Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act. The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Bright Power 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 Bright.

published continuous that the annexed is a of The Johnstown Tr in the subject matter of said publication ar

the County of Cambria, and Commonwealth of Pennsylvania and in the above matter published in said publication in the regular issues Johnstown, PA, on August 31, 2022; and that the Affiant is not interested advertising and that all of the allegations as to time, place and character

On this 2nd day of September A.D. 2022, 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,

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Signed and sworn to 2nd day of September by Christine Marhefka

Christine Marhefka

49 Lines @ \$2.70 per line	132.30
0.00 Inches @ \$27.00 per inch	0.00
Notary Fee	5.00
Clerical Fee	2.50
Total Cost	139.80

Commonwealth of Pennsylvania - Notary Seal
 Vivian Ohs, Notary Public
 Cambria County
 My commission expires December 6, 2024
 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

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

TRIBUNE-DEMOCRAT
 (Name of Newspaper)
 By Vivian Ohs

Advertising Receipt

The Tribune-Democrat
PO Box 340
Johnstown, PA 15907-0340

Phone: 814-532-5038
Fax: 814-532-5104

Bright Power, Inc.
Pristine Johannessen
11 Hanover Square
21st Floor
New York, NY 10005

Acct #: 11131954
Ad #: 00316364
Phone: (866)379-8026
Date: 08/29/1922
Ad taker: GJ Salesperson:

Sort Line: Pennsylvania Public Utility
Classification 105

Ad Notes: Approval Code
148364

Description	Start	Stop	Ins.	Cost/Day	Total
01 Tribune-Democrat	08/31/1922	08/31/1922	1	132.30	132.30
CF Clerical Fee					2.50
Oath Oath form for Legals					5.00

Ad Text:

Pennsylvania
Public Utility Commission
Notice

Applications of Bright Power, Inc. ("Bright Power") For Approval To Offer, Render, or Furnish Services as a Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply or Electric Generation Services, To The Public In The Commonwealth Of Pennsylvania. Bright Power will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a broker/marketer engaged in the business of providing natural gas services. Bright Power will also be filing an application with the PUC for a license to supply

Payment Reference:

Total: 139.80
Tax: 0.00
Net: 139.80
Prepaid: -139.80

Total Due 0.00

WILLIAMSPORT SUN-GAZETTE
PROOF OF PUBLICATION

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING, CLINTON, SULLIVAN &
TIOGA/BRADFORD SS:

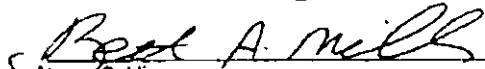
Robert O. Rolley, Jr., Publisher of the Williamsport Sun-Gazette LLC publishes Williamsport Sun-Gazette, successor to the Williamsport Sun and the Gazette & Bulletin, both daily newspapers of general circulation, published at 252 West Fourth Street, Williamsport, Pennsylvania, being duly sworn, deposes 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:

25 Aug 2022

Affiant further deposes that he is an officer duly 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 25th day of August, 2022


Notary Public

Commonwealth of Pennsylvania - Notary Seal
BETH A MILLER - Notary Public
Lycoming County
My Commission Expires Jun 4, 2024
Commission Number 1297751

Pennsylvania
Public Utility
Commission
Notice

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By and through Counsel:
Pristine Johannessen
Bright Power, Inc.
11 Hanover Square, 21st
Floor
New York, NY 10005
212-803-5868
Fax Number:
856-379-8026

5. The (a) address of the association's proposed registered office in this Commonwealth or (b) name of its Commercial Registered Office Provider and the county of venue is:

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

(a) _____
Number and street City OR State Zip County

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

6. Check one of the following:

- The association may not have series.
- The association may have one or more series.

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

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

8. To be completed by Limited Liability Companies only. Check, and if appropriate complete, one of the following:

- The association is a limited liability company which is not organized to render any of the below professional service(s).
- The association is a restricted professional limited liability company organized to render one or more of the following professional service(s): (If this box is checked, one or more of the fields below must be checked.)

Chiropractic Dentistry Law Medicine and surgery
 Optometry Osteopathic medicine and surgery Podiatric medicine Public accounting
 Psychology Veterinary medicine

IN TESTIMONY WHEREOF, the undersigned association has caused this Foreign Registration Statement to be signed by a duly authorized representative thereof this 26th day of October, 2015.

Bright Power, Inc.
Name of Association

[Signature]
Signature

President & CEO
Title

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BRIGHT POWER, INC.". FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2021, AT 8:09 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

5578581 8100
SR# 20212547899

Authentication: 203533194
Date: 06-25-21

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:09 AM 06/25/2021
FILED 08:09 AM 06/25/2021
SR 20212547899 - File Number 5578581

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BRIGHT POWER, INC.**

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Bright Power, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Bright Power, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on August 21, 2014 under the name Bright Power, Inc. (the "**Certificate of Incorporation**").

2. That a certificate of merger to the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 27, 2014, a second certificate of merger to the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 29, 2014, and an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 1, 2014 (the "**Amended and Restated Certificate of Incorporation**").

3. That the Board of Directors duly adopted resolutions proposing to amend and restate the Amended and Restated Certificate of Incorporation, declaring said amendment and restatement (the "**Second Amended and Restated Certificate of Incorporation**") to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is Bright Power, Inc. (the "**Corporation**").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, in the City of Wilmington, County of New Castle 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 3,419,285 shares of Common Stock, \$0.001

par value per share (“**Common Stock**”) and (ii) 1,582,087 shares of Preferred Stock, \$0.001 par value per share (“**Preferred Stock**”).

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. **COMMON STOCK**

1. **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. **Voting.** The holders of the Common Stock are entitled to one (1) vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Second Amended and Restated Certificate of Incorporation that relates solely to the terms of one (1) or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one (1) or more other such series, to vote thereon pursuant to this Second Amended and Restated Certificate of Incorporation or pursuant to the General Corporation Law. There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one (1) or more series of Preferred Stock that may be required by the terms of this Second Amended and Restated Certificate of Incorporation) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

B. **PREFERRED STOCK**

339,332 shares of the authorized and issued Preferred Stock of the Corporation are hereby designated “**Series A Preferred Stock**” and 1,242,755 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated “**Series B Preferred Stock**”, each with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to “Sections” in this Part B of this Article Fourth refer to sections of Part B of this Article Fourth. References to “Preferred Stock” mean the Series A Preferred Stock and the Series B Preferred Stock.

1. **Dividends.**

From and after the date of the issuance of any shares of Series B Preferred Stock, dividends at the rate per annum of \$1.64 per share shall accrue on such shares of Series B Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series B Preferred Stock) (the “**Series B Accruing Dividends**”). The Series B Accruing Dividends shall accrue from day to day, whether or not declared, and shall be cumulative; provided, however, that except as set forth in the following sentence of this Section 1 or in Section 2.1 and Section 6, such Series B Accruing Dividends shall

be payable only when, as, and if declared by the Board of Directors and the Corporation shall be under no obligation to pay such Series B Accruing Dividends. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in this Second Amended and Restated Certificate of Incorporation) the holders of the Series B Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series B Preferred Stock in an amount at least equal to the greater of (i) the amount of the aggregate Series B Accruing Dividends then accrued on such share of Series B Preferred Stock and not previously paid and (ii) (A) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series B Preferred Stock as would equal the product of (1) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (2) the number of shares of Common Stock issuable upon conversion of a share of Series B Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (B) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Series B Preferred Stock determined by (1) dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (2) multiplying such fraction by an amount equal to the Series B Original Issue Price (as defined below); provided that if the Corporation declares, pays or sets aside, on the same date, a dividend on shares of more than one (1) class or series of capital stock of the Corporation, the dividend payable to the holders of Series B Preferred Stock pursuant to this Section 1 shall be calculated based upon the dividend on the class or series of capital stock that would result in the highest Series B Preferred Stock dividend. The “**Series B Original Issue Price**” shall mean \$20.4932 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series B Preferred Stock.

After the payment of all Series B Accruing Dividends pursuant to this Section 1 and all Series B Liquidation Amounts (as defined below) required to be paid to the holders of shares of Series B Preferred Stock pursuant to Section 2.1, in the event of a Deemed Liquidation Event (as defined below), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, dividends equal to \$0.942715 per share of Series A Preferred Stock (the “**Series A Accrued Dividends**”), which Series A Accrued Dividends shall have accrued without any further action of the Board of Directors from the date on which the first share of Series A Preferred Stock was issued until May 31, 2017, and which Series A Accrued Dividends shall have ceased accruing in any respect since such time; provided, however, that except as set forth in the following sentence of this Section 1 or in Section 2.2, such Series A Accrued Dividends shall be payable only when, as, and if declared by the Board of Directors and the Corporation shall be under no obligation to pay such Series A Accrued Dividends. Other than the Series B Accruing Dividends, the Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in this Second Amended and Restated Certificate of Incorporation) the holders of the Series A

Preferred Stock then outstanding shall first receive, or simultaneously receive, the Series A Accrued Dividends. The “**Series A Original Issue Price**” shall mean \$5.55 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

2.1 Preferential Payments to Holders of Series B Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, and in the event of a Deemed Liquidation Event (as defined below), the holders of shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the consideration payable to stockholders in such Deemed Liquidation Event or out of the Available Proceeds (as defined below), as applicable, before any payment shall be made to the holders of Series A Preferred Stock or Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) the Series B Original Issue Price, plus any Series B Accruing Dividends accrued but unpaid thereon, whether or not declared, together with any other dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of Series B Preferred Stock been converted into Common Stock pursuant to Section 4 immediately prior to such liquidation, dissolution, winding up or Deemed Liquidation Event (the amount payable pursuant to this sentence is hereinafter referred to as the “**Series B Liquidation Amount**”). If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series B Preferred Stock the full amount to which they shall be entitled under this Section 2.1, the holders of shares of Series B Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2.2 Preferential Payments to Holders of Series A Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or Deemed Liquidation Event (as defined below), after the payment of all preferential Series B Liquidation Amounts required to be paid to the holders of shares of Series B Preferred Stock, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, and in the event of a Deemed Liquidation Event (as defined below), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the consideration payable to stockholders in such Deemed Liquidation Event or out of the Available Proceeds (as defined below), as applicable, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) the Series A Original Issue Price, plus any Series A Accrued Dividends accrued but unpaid thereon, whether or not declared, together with any other dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of Series A Preferred Stock been converted into Common Stock pursuant to Section 4 immediately prior to such liquidation, dissolution, winding up or Deemed Liquidation Event (the amount payable pursuant to this sentence is hereinafter referred to as the “**Series A**

Liquidation Amount, ” together with the Series B Liquidation Amount, the “**Liquidation Amounts**”). If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled under this Section 2.2, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2.3 Payments to Holders of Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or Deemed Liquidation Event, after the payment in full of all Liquidation Amounts required to be paid to the holders of shares of Preferred Stock, the remaining assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event, the consideration not payable to the holders of shares of Preferred Stock pursuant to Section 2.1 and Section 2.2 or the remaining Available Proceeds, as the case may be, shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.

2.4 Deemed Liquidation Events.

2.4.1 Definition. Each of the following events shall be considered a “**Deemed Liquidation Event**” unless the holders of at least eighty percent (80%) of the outstanding Series B Preferred Stock (the “**Requisite Holders**”) elect otherwise by written notice sent to the Corporation at least 10 days prior to the effective date of any such event:

- (a) a merger or consolidation in which
 - (i) the Corporation is a constituent party or
 - (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority by voting power, of the capital stock of (1) the surviving or resulting corporation; or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(b) (1) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the business or assets of the Corporation and its subsidiaries taken as a whole or (2) the sale or disposition (whether by merger, consolidation or otherwise, and whether in a single transaction or a series of related transactions) of one (1) or more subsidiaries of the Corporation if substantially all of the assets of the

Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

2.4.2 Effecting a Deemed Liquidation Event.

(a) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Section 2.4.1(a)(i) unless the agreement or plan of merger or consolidation for such transaction (the “**Merger Agreement**”) provides that the consideration payable to the stockholders of the Corporation in such Deemed Liquidation Event shall be allocated to the holders of capital stock of the Corporation in accordance with Section 2.1, Section 2.2 and Section 2.3.

(b) In the event of a Deemed Liquidation Event referred to in Section 2.4.1(a)(ii) or 2.4.1(b), if the Corporation does not effect a dissolution of the Corporation under the General Corporation Law within ninety (90) days after such Deemed Liquidation Event, then (i) the Corporation shall send a written notice to each holder of Preferred Stock no later than the ninetieth (90th) day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (ii) to require the redemption of such shares of Preferred Stock, and (ii) if the Requisite Holders so request in a written instrument delivered to the Corporation not later than one hundred twenty (120) days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the Corporation), together with any other assets of the Corporation available for distribution to its stockholders, all to the extent permitted by Delaware law governing distributions to stockholders (the “**Available Proceeds**”), on the one hundred fiftieth (150th) day after such Deemed Liquidation Event, to redeem all outstanding shares of Series B Preferred Stock at a price per share equal to the Series B Liquidation Amount, and redeem all outstanding shares of Series A Preferred Stock at a price per share equal to the Series A Liquidation Amount, subject to the distribution priority of Section 2.1, Section 2.2 and Section 2.3. Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Preferred Stock, the Corporation shall (i) first, redeem a pro rata portion of each holder’s shares of Series B Preferred Stock to the fullest extent of Available Proceeds, (ii) second, after all shares of Series B Preferred Stock have been redeemed, redeem a pro rata portion of each holders shares of Series A Preferred Stock to the fullest extent of Available Proceeds, and (iii) thereafter, redeem the remaining shares of Preferred Stock, as soon as it may lawfully do so under Delaware law governing distributions to stockholders. The provisions of Section 6 shall apply, with such necessary changes in the details thereof as are necessitated by the context, to the redemption of the Preferred Stock pursuant to this Section 2.4.2(b). Prior to the distribution or redemption provided for in this Section 2.4.2(b), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event or in the ordinary course of business.

2.4.3 Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger,

consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities to be paid or distributed to such holders pursuant to such Deemed Liquidation Event. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation with the Required Preferred Director Vote (as defined below). The term “**Required Preferred Director Vote**” shall mean (i) the affirmative vote of at least two Preferred Directors if at least two Preferred Directors are then serving on the Board of Directors, (ii) the affirmative vote of one Preferred Director if only one Preferred Director is then serving on the Board of Directors and (iii) no Preferred Director vote if no such Preferred Director is then serving on the Board of Directors.

2.4.4 Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to Section 2.4.1(a)(i), if any portion of the consideration payable to the stockholders of the Corporation is payable only upon satisfaction of contingencies (the “**Additional Consideration**”), the Merger Agreement shall provide that (a) the portion of such consideration that is not Additional Consideration (such portion, the “**Initial Consideration**”) shall be allocated among the holders of capital stock of the Corporation in accordance with Section 2.1, Section 2.2 and Section 2.3 as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event; and (b) any Additional Consideration which becomes payable to the stockholders of the Corporation upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Section 2.1, Section 2.2 and Section 2.3 after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this Section 2.4.4, consideration placed into escrow or retained as a holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

3. Voting.

3.1 General. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by law or by the other provisions of this Second Amended and Restated Certificate of Incorporation, holders of Preferred Stock shall vote together with the holders of Common Stock as a single class and on an as-converted to Common Stock basis.

3.2 Election of Directors.

3.2.1 So long as 491,200 shares of Series B Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination, or other similar recapitalization with respect to the Series B Preferred Stock) remain outstanding, the holders of record of the shares of Series B Preferred Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of the Corporation (the “**Series B Preferred Directors**”), by vote or written action of the holders of a majority of the then-outstanding shares of Series B Preferred Stock. Notwithstanding the foregoing, if the number of shares of Series B Preferred

Stock outstanding has been reduced as a result of a redemption of shares pursuant to Section 6 below, then the holders of record of the shares of Series B Preferred Stock shall continue to have the right to elect two (2) Series B Preferred Directors unless and until the applicable Redemption Request is fully satisfied.

(a) If between 183,200 and 491,200 shares of Series B Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination, or other similar recapitalization with respect to the Series B Preferred Stock) remain outstanding, the two directorships previously filled by Series B Preferred Directors shall instead be filled by the election of one (1) Series B Preferred Director elected by the holders of record of the shares of Series B Preferred Stock, exclusively and as a separate class, by vote or written action of the holders of a majority of the then-outstanding shares of Series B Preferred Stock and one (1) Capital Stock Director (as defined below) elected by the holders of record of the shares of Common Stock and Preferred Stock, voting together as a single class, by vote or written action of the holders of a majority of the then-outstanding shares of Common Stock and Preferred Stock. Notwithstanding the foregoing, if the number of shares of Series B Preferred Stock outstanding has been reduced as a result of a redemption of shares pursuant to Section 6 below, then the holders of record of the shares of Series B Preferred Stock shall continue to have the right to elect one (1) Series B Preferred Director unless and until the applicable Redemption Request is fully satisfied.

(b) If less than 183,200 shares of Series B Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination, or other similar recapitalization with respect to the Series B Preferred Stock) remain outstanding, the two directorships previously filled by Series B Preferred Directors shall instead be filled by the election of two (2) Capital Stock Directors elected by the holders of record of the shares of Common Stock and Preferred Stock, voting together as a single class, by vote or written action of the holders of a majority of the then-outstanding shares of Common Stock and Preferred Stock.

3.2.2 So long as 165,000 shares of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination, or other similar recapitalization with respect to the Series A Preferred Stock) remain outstanding, the holders of record of the shares of Series A Preferred Stock, exclusively and as a separate class, shall be entitled to elect one (1) director of the Corporation by vote or written action of the holders of a majority of the then-outstanding shares of Series A Preferred Stock (the “**Series A Preferred Directors**”, and together with the Series B Preferred Directors, the “**Preferred Directors**”). If less than 165,000 shares of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination, or other similar recapitalization with respect to the Series A Preferred Stock) remain outstanding, the directorship previously filled by the Series A Preferred Director shall instead be filled by the election of one (1) Capital Stock Director elected by the holders of record of the shares of Common Stock and Preferred Stock, voting together as a single class, by vote or written action of the holders of a majority of the then-outstanding shares of Common Stock and Preferred Stock.

3.2.3 The holders of record of the shares of Common Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of the Corporation (the “**Common Stock Directors**”).

3.2.4 For administrative convenience, the initial Preferred Directors and Common Stock Directors may also be appointed by the Board of Directors in connection with the approval of the initial issuance of the Series B Preferred Stock without a separate action by the holders of the Series B Preferred Stock, Series A Preferred Stock, or Common Stock, as applicable. Any director elected pursuant to this Section 3.2 may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the class or series of capital stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. If the holders of shares of Preferred Stock or Common Stock, as the case may be, fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, voting exclusively and as a separate class, pursuant to this Section 3.2, then any directorship not so filled shall remain vacant until such time as the holders of the Preferred Stock or Common Stock, as the case may be, elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by stockholders of the Corporation other than by the stockholders of the Corporation that are entitled to elect a person to fill such directorship, voting exclusively and as a separate class. The holders of record of the shares of Common Stock and of any other class or series of voting stock (including the Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect the balance of the total number of directors of the Corporation (each, a “**Capital Stock Director**”). At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. Except as otherwise provided in this Section 3.2, a vacancy in any directorship filled by the holders of any class or classes or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or classes or series or by any remaining director or directors elected by the holders of such class or classes or series pursuant to this Section 3.2.

3.3 Preferred Stock Protective Provisions. At any time when shares of Preferred Stock are outstanding, the Corporation shall not, and shall cause each of its subsidiaries not to, either directly or indirectly by amendment, merger, consolidation, recapitalization, reclassification, or otherwise, do any of the following without (in addition to any other vote required by law or this Second Amended and Restated Certificate of Incorporation) the written consent or affirmative vote of the Requisite Holders given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, and any such act or transaction entered into without such consent or vote shall be null and void *ab initio*, and of no force or effect.

3.3.1 liquidate, dissolve or wind-up the business and affairs of the Corporation, effect any merger or consolidation or any other Deemed Liquidation Event, or consent to any of the foregoing;

3.3.2 amend, alter or repeal any provision of this Second Amended and Restated Certificate of Incorporation or Bylaws of the Corporation;

3.3.3 (i) create, or authorize the creation of, or issue or obligate itself to issue shares of, any additional class or series of capital stock unless the same ranks junior to the Preferred Stock with respect to the rights, preferences and privileges of the Preferred Stock set forth in this Second and Amended Certificate of Incorporation, or (ii) increase the authorized

number of shares of Preferred Stock or increase the authorized number of shares of any additional class or series of capital stock of the Corporation unless the same ranks junior to the Preferred Stock with respect to its rights, preferences and privileges;

3.3.4 (i) reclassify, alter or amend any existing security of the Corporation that is *pari passu* with the Preferred Stock in respect of the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends or rights of redemption, if such reclassification, alteration or amendment would render such other security senior to the Preferred Stock in respect of any such right, preference, or privilege or (ii) reclassify, alter or amend any existing security of the Corporation that is junior to the Preferred Stock in respect of the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends or rights of redemption, if such reclassification, alteration or amendment would render such other security senior to or *pari passu* with the Preferred Stock in respect of any such right, preference or privilege;

3.3.5 cause or permit any of its subsidiaries to, without approval of the Board of Directors, with the Required Preferred Director Vote, sell, issue, sponsor, create or distribute any digital tokens, cryptocurrency or other blockchain-based assets (collectively, “**Tokens**”), including through a pre-sale, initial coin offering, token distribution event or crowdfunding, or through the issuance of any instrument convertible into or exchangeable for Tokens;

3.3.6 purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares of capital stock of the Corporation other than (i) redemptions of or dividends or distributions on the Preferred Stock as expressly authorized herein, (ii) dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock and (iii) repurchases of stock from former employees, officers, directors, consultants or other persons who performed services for the Corporation or any subsidiary in connection with the cessation of such employment or service at no greater than the original purchase price thereof or (iv) as approved by the Board of Directors, with the Required Series B Director Vote (as defined below). The “**Required Series B Director Vote**” shall mean (i) the affirmative vote of at least two Series B Preferred Directors if at least two Series B Preferred Directors are then serving on the Board of Directors, (ii) the affirmative vote of one Series B Preferred Director if only one Series B Preferred Director is then serving on the Board of Directors and (iii) no Series B Preferred Director vote if no such Series B Preferred Director is then serving on the Board of Directors.

3.3.7 create, adopt, amend, terminate or repeal any equity (or equity-linked) compensation plan; or

3.3.8 increase or decrease the authorized number of directors constituting the Board of Directors, or change the number of votes entitled to be cast by any director or directors on any matter.

4. Optional Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the “**Conversion Rights**”):

4.1 Right to Convert.

4.1.1 Conversion Ratio for Series B Preferred Stock. Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing (x) the Series B Original Issue Price by (y) the Series B Conversion Price (as defined below) in effect at the time of conversion. The “**Series B Conversion Price**” shall initially be equal to \$20.4932. Such initial Series B Conversion Price, and the rate at which shares of Series B Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

4.1.2 Conversion Ratio for Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing (x) the Series A Original Issue Price *plus* the Series A Accrued Dividends by (y) the Series A Conversion Price (as defined below) in effect at the time of conversion. The “**Series A Conversion Price**” shall initially be equal to \$5.55. Such initial Series A Conversion Price, and the rate at which shares of Series A Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below. The term “**Conversion Price**” as used herein shall mean the Series B Conversion Price or the Series A Conversion Price, as applicable.

4.1.3 Termination of Conversion Rights. In the event of a notice of redemption of any shares of Series B Preferred Stock pursuant to Section 6, the Conversion Rights of the shares designated for redemption shall terminate at the close of business on the last full day preceding the date fixed for redemption, unless the redemption price is not fully paid on such redemption date, in which case the Conversion Rights for such shares shall continue until such price is paid in full. In the event of a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Preferred Stock; provided that the foregoing termination of Conversion Rights shall not affect the amount(s) otherwise paid or payable in accordance with Section 2.1 and Section 2.2 to holders of Preferred Stock pursuant to such liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event.

4.2 Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the number of shares of Common Stock to be issued upon conversion of the Preferred Stock shall be rounded to the nearest whole share.

4.3 Mechanics of Conversion.

4.3.1 Notice of Conversion. In order for a holder of Preferred Stock to voluntarily convert shares of Preferred Stock into shares of Common Stock, such holder shall (a) provide written notice to the Corporation’s transfer agent at the office of the transfer agent for the Preferred Stock (or at the principal office of the Corporation if the Corporation serves as

its own transfer agent) that such holder elects to convert all or any number of such holder's shares of Preferred Stock and, if applicable, any event on which such conversion is contingent and (b), if such holder's shares are certificated, surrender the certificate or certificates for such shares of Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent). Such notice shall state such holder's name or the names of the nominees in which such holder wishes the shares of Common Stock to be issued. If required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such notice and, if applicable, certificates (or lost certificate affidavit and agreement) shall be the time of conversion (the "**Conversion Time**"), and the shares of Common Stock issuable upon conversion of the specified shares shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time (i) issue and deliver to such holder of Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Preferred Stock represented by the surrendered certificate that were not converted into Common Stock, and (ii) pay all declared but unpaid dividends on the shares of Preferred Stock converted.

4.3.2 Reservation of Shares. The Corporation shall at all times when the Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Second Amended and Restated Certificate of Incorporation. Before taking any action which would cause an adjustment reducing the Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Common Stock at such adjusted Conversion Price.

4.3.3 Effect of Conversion. All shares of Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and to receive payment of any dividends declared but unpaid thereon. Any shares of Preferred Stock so converted shall be retired and cancelled and may not be reissued as

shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Preferred Stock accordingly.

4.3.4 No Further Adjustment. Upon any such conversion, no adjustment to the Conversion Price shall be made for any declared but unpaid dividends on the Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

4.3.5 Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Preferred Stock pursuant to this Section 4. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

4.4 Adjustments to Conversion Price for Diluting Issues.

4.4.1 Special Definitions. For purposes of this Article Fourth, the following definitions shall apply:

(a) **“Additional Shares of Common Stock”** shall mean all shares of Common Stock issued (or, pursuant to Section 4.4.3 below, deemed to be issued) by the Corporation after the Original Issue Date (as defined below), other than (1) the following shares of Common Stock and (2) shares of Common Stock deemed issued pursuant to the following Options and Convertible Securities (clauses (1) and (2), collectively, **“Exempted Securities”**):

- (i) as to any series of Preferred Stock shares of Common Stock, Options or Convertible Securities issued as a dividend or distribution on such series of Preferred Stock;
- (ii) shares of Common Stock, Options or Convertible Securities issued by reason of a dividend, stock split, split-up or other distribution on shares of Common Stock that is covered by Section 4.5, 4.6, 4.7 or 4.8;
- (iii) shares of Common Stock or Options issued to employees or directors of, or consultants or advisors to, the Corporation or any of its subsidiaries pursuant to a plan, agreement or arrangement approved by the Board of Directors of the Corporation, with the Required Preferred Director Vote;

- (iv) shares of Common Stock or Convertible Securities actually issued upon the exercise of Options or shares of Common Stock actually issued upon the conversion or exchange of Convertible Securities, in each case provided such issuance is pursuant to the terms of such Option or Convertible Security;
- (v) shares of Common Stock, Options or Convertible Securities issued to banks, equipment lessors or other financial institutions, or to real property lessors, pursuant to a debt financing, equipment leasing or real property leasing transaction approved by the Board of Directors of the Corporation, with the Required Preferred Director Vote;
- (vi) shares of Common Stock, Options or Convertible Securities issued to suppliers or third-party service providers in connection with the provision of goods or services pursuant to transactions approved by the Board of Directors of the Corporation, with the Required Preferred Director Vote;
- (vii) shares of Common Stock, Options or Convertible Securities issued as acquisition consideration pursuant to the acquisition of another corporation by the Corporation by merger, purchase of substantially all of the assets or other reorganization or to a joint venture agreement, provided that such issuances are approved by the Board of Directors of the Corporation, with the Required Preferred Director Vote; or
- (viii) shares of Common Stock, Options or Convertible Securities issued in connection with sponsored research, collaboration, technology license, development, OEM, marketing or other similar agreements or strategic partnerships approved by the Board of Directors of the Corporation, with the Required Preferred Director Vote.

(b) “**Convertible Securities**” shall mean any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock, but excluding Options.

(c) “**Option**” shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

4.4.2 No Adjustment of Conversion Price. No adjustment in the Conversion Price shall be made as the result of the issuance or deemed issuance of Additional Shares of Common Stock if the Corporation receives written notice from the Requisite Holders agreeing that no such adjustment shall be made as the result of the issuance or deemed issuance of such Additional Shares of Common Stock.

4.4.3 Deemed Issue of Additional Shares of Common Stock.

(a) If the Corporation at any time or from time to time after the first date on which the first share of Series B Preferred Stock was issued (the “**Original Issue Date**”) shall issue any Options or Convertible Securities (excluding Options or Convertible Securities which are themselves Exempted Securities) or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto, assuming the satisfaction of any conditions to exercisability, convertibility or exchangeability but without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date.

(b) If the terms of any Option or Convertible Security, the issuance of which resulted in an adjustment to the Conversion Price pursuant to the terms of Section 4.4.4, are revised as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase or decrease in the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any such Option or Convertible Security or (2) any increase or decrease in the consideration payable to the Corporation upon such exercise, conversion and/or exchange, then, effective upon such increase or decrease becoming effective, the Conversion Price computed upon the original issue of such Option or Convertible Security (or upon the occurrence of a record date with respect thereto) shall be readjusted to such Conversion Price as would have obtained had such revised terms been in effect upon the original date of issuance of such Option or Convertible Security. Notwithstanding the foregoing, no readjustment pursuant to this clause (b) shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (i) the Conversion Price in effect immediately prior to the original adjustment made as a result of the issuance of such Option or Convertible Security, or (ii) the Conversion Price that would have resulted from any issuances of Additional Shares of Common Stock (other than deemed issuances of Additional Shares of

Common Stock as a result of the issuance of such Option or Convertible Security) between the original adjustment date and such readjustment date.

(c) If the terms of any Option or Convertible Security (excluding Options or Convertible Securities which are themselves Exempted Securities), the issuance of which did not result in an adjustment to the Conversion Price pursuant to the terms of Section 4.4.4 (either because the consideration per share (determined pursuant to Section 4.4.5) of the Additional Shares of Common Stock subject thereto was equal to or greater than the Conversion Price then in effect, or because such Option or Convertible Security was issued before the Original Issue Date), are revised after the Original Issue Date as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any such Option or Convertible Security or (2) any decrease in the consideration payable to the Corporation upon such exercise, conversion or exchange, then such Option or Convertible Security, as so amended or adjusted, and the Additional Shares of Common Stock subject thereto (determined in the manner provided in Section 4.4.3(a)) shall be deemed to have been issued effective upon such increase or decrease becoming effective.

(d) Upon the expiration or termination of any unexercised Option or unconverted or unexchanged Convertible Security (or portion thereof) which resulted (either upon its original issuance or upon a revision of its terms) in an adjustment to the Conversion Price pursuant to the terms of Section 4.4.4, the Conversion Price shall be readjusted to such Conversion Price as would have obtained had such Option or Convertible Security (or portion thereof) never been issued.

(e) If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, is calculable at the time such Option or Convertible Security is issued or amended but is subject to adjustment based upon subsequent events, any adjustment to the Conversion Price provided for in this Section 4.4.3 shall be effected at the time of such issuance or amendment based on such number of shares or amount of consideration without regard to any provisions for subsequent adjustments (and any subsequent adjustments shall be treated as provided in clauses (b) and (c) of this Section 4.4.3). If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, cannot be calculated at all at the time such Option or Convertible Security is issued or amended, any adjustment to the Conversion Price that would result under the terms of this Section 4.4.3 at the time of such issuance or amendment shall instead be effected at the time such number of shares and/or amount of consideration is first calculable (even if subject to subsequent adjustments), assuming for purposes of calculating such adjustment to the Conversion Price that such issuance or amendment took place at the time such calculation can first be made.

4.4.4 Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall at any time after the Original Issue

Date issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 4.4.3), without consideration or for a consideration per share less than the applicable Conversion Price in effect immediately prior to such issuance or deemed issuance, then the applicable Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest one-hundredth of a cent) determined in accordance with the following formula:

$$CP_2 = CP_1 * (A + B) \div (A + C).$$

For purposes of the foregoing formula, the following definitions shall apply:

(a) "CP₂" shall mean the Conversion Price in effect immediately after such issuance or deemed issuance of Additional Shares of Common Stock

(b) "CP₁" shall mean the Conversion Price in effect immediately prior to such issuance or deemed issuance of Additional Shares of Common Stock;

(c) "A" shall mean the number of shares of Common Stock outstanding immediately prior to such issuance or deemed issuance of Additional Shares of Common Stock (treating for this purpose as outstanding all shares of Common Stock issuable upon exercise of Options outstanding immediately prior to such issuance or deemed issuance or upon conversion or exchange of Convertible Securities (including the Preferred Stock) outstanding (assuming exercise of any outstanding Options therefor) immediately prior to such issue);

(d) "B" shall mean the number of shares of Common Stock that would have been issued if such Additional Shares of Common Stock had been issued or deemed issued at a price per share equal to CP₁ (determined by dividing the aggregate consideration received by the Corporation in respect of such issue by CP₁); and

(e) "C" shall mean the number of such Additional Shares of Common Stock issued in such transaction.

4.4.5 Determination of Consideration. For purposes of this Section 4.4, the consideration received by the Corporation for the issuance or deemed issuance of any Additional Shares of Common Stock shall be computed as follows:

(a) **Cash and Property.** Such consideration shall:

(i) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation, excluding amounts paid or payable for accrued interest;

(ii) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors of the Corporation; and

- (iii) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (i) and (ii) above, as determined in good faith by the Board of Directors of the Corporation.

(b) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 4.4.3, relating to Options and Convertible Securities, shall be determined by dividing:

- (i) The total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by
- (ii) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities.

4.4.6 Multiple Closing Dates. In the event the Corporation shall issue on more than one date Additional Shares of Common Stock that are a part of one transaction or a series of related transactions and that would result in an adjustment to the Conversion Price

pursuant to the terms of Section 4.4.4, and such issuance dates occur within a period of no more than ninety (90) days from the first such issuance to the final such issuance, then, upon the final such issuance, the Conversion Price shall be readjusted to give effect to all such issuances as if they occurred on the date of the first such issuance (and without giving effect to any additional adjustments as a result of any such subsequent issuances within such period).

4.5 Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Original Issue Date effect a subdivision of the outstanding Common Stock, the Conversion Price in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after the Original Issue Date combine the outstanding shares of Common Stock, the Conversion Price in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this Section shall become effective at the close of business on the date the subdivision or combination becomes effective.

4.6 Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction:

(1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

Notwithstanding the foregoing, (a) if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Conversion Price shall be adjusted pursuant to this Section as of the time of actual payment of such dividends or distributions; and (b) that no such adjustment shall be made if the holders of Preferred Stock simultaneously receive a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Preferred Stock had been converted into Common Stock on the date of such event.

4.7 Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other property and the provisions of Section 1 do not apply to such dividend or distribution, then and in each such event the holders of Preferred Stock shall receive, simultaneously with the distribution to the holders of Common Stock, a dividend or other distribution of such securities or other property in an amount equal to the amount of such securities or other property as they would have received if all outstanding shares of Preferred Stock had been converted into Common Stock on the date of such event.

4.8 Adjustment for Merger or Reorganization, etc. Subject to the provisions of Section 2.4, if there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Corporation in which the Common Stock (but not the Preferred Stock) is converted into or exchanged for securities, cash or other property (other than a transaction covered by Sections 4.4, 4.6 or 4.7), then, following any such reorganization, recapitalization, reclassification, consolidation or merger, each share of Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one (1) share of Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of the provisions in this Section 4 with respect to the rights and interests thereafter of the holders of the Preferred Stock, to the end that the provisions set forth in this Section 4 (including provisions with respect to changes in and other adjustments of the Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Preferred Stock.

4.9 Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 4, the Corporation at its expense shall, as promptly as reasonably practicable but in any event not later than ten (10) days thereafter, compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment (including the kind and amount of securities, cash or other property into which the Preferred Stock is convertible) and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, as promptly as reasonably practicable after the written request at any time of any holder of Preferred Stock (but in any event not later than ten (10) days thereafter), furnish or cause to be furnished to such holder a certificate setting forth (i) the Conversion Price then in effect, and (ii) the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of Preferred Stock.

4.10 Notice of Record Date. In the event:

(a) the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(b) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, or any Deemed Liquidation Event; or

(c) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation,

then, and in each such case, the Corporation will send or cause to be sent to the holders of the Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, Deemed Liquidation Event, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other capital stock or securities at the time issuable upon the conversion of the Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, Deemed Liquidation Event, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Preferred Stock and the Common Stock. Such notice shall be sent at least ten (10) days prior to the record date or effective date for the event specified in such notice.

5. Mandatory Conversion.

5.1 Trigger Events. Upon either (a) the closing of the sale of shares of Common Stock to the public at a price of at least \$102.47 per share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Common Stock), in a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least \$75,000,000 of gross proceeds to the Corporation and in connection with such offering the Common Stock is listed for trading on the Nasdaq Stock Market's National Market, the New York Stock Exchange or another exchange or marketplace approved by the Board of Directors of the Corporation, with the Required Preferred Director Vote or (b) the date and time, or the occurrence of an event, specified by vote or written consent of the Requisite Holders (the time of such closing or the date and time specified or the time of the event specified in such vote or written consent is referred to herein as the "**Mandatory Conversion Time**"), then (i) all outstanding shares of Preferred Stock shall automatically be converted into shares of Common Stock, at the then effective conversion rate as calculated pursuant to Section 4.1.1 or Section 4.1.2, as applicable, and (ii) such shares may not be reissued by the Corporation.

5.2 Procedural Requirements. All holders of record of shares of Preferred Stock shall be sent written notice of the Mandatory Conversion Time and the place designated for mandatory conversion of all such shares of Preferred Stock pursuant to this Section

5. Such notice need not be sent in advance of the occurrence of the Mandatory Conversion Time. Upon receipt of such notice, each holder of shares of Preferred Stock in certificated form shall surrender his, her or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. All rights with respect to the Preferred Stock converted pursuant to Section 5.1, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Mandatory Conversion Time (notwithstanding the failure of the holder or holders thereof to surrender any certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of any certificate or certificates of such holders (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the next sentence of this Section 5.2. As soon as practicable after the Mandatory Conversion Time and, if applicable, the surrender of any certificate or certificates (or lost certificate affidavit and agreement) for Preferred Stock, the Corporation shall (a) issue and deliver to such holder, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof and (b) pay any declared but unpaid dividends on the shares of Preferred Stock converted. Such converted Preferred Stock shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Preferred Stock accordingly.

6. Redemption.

6.1 General. Unless prohibited by Delaware law governing distributions to stockholders, shares of Series B Preferred Stock shall be redeemed by the Corporation at a price equal to the greater of (A) the Series B Original Issue Price per share, plus any Series B Accruing Dividends accrued but unpaid thereon, whether or not declared, together with any other dividends declared but unpaid thereon and (B) the Fair Market Value (determined in the manner set forth below) of a single share of Series B Preferred Stock as of the date of the Corporation's receipt of the Redemption Request (the "**Redemption Price**"), pursuant to the Redemption Payment Procedures in Section 6.2 below after receipt by the Corporation at any time on or after the fifth anniversary of the Original Issue Date receives from either BMO Private Equity (U.S.), Inc. ("**BMO**") or Generate BTPR Investor, LLC ("**Generate**") written notice requesting redemption of all such holder's shares of Series B Preferred Stock (the "**Redemption Request**"). Upon receipt of a Redemption Request, the Corporation shall apply all of its assets to any such redemption, and to no other corporate purpose, except to the extent prohibited by Delaware law.

6.2 Redemption Payment Procedures. The Corporation shall have the option, in the sole determination of the Board of Directors the Corporation (with the recusal of the Series B Preferred Director affiliated with the redeeming holder from any such vote on the matter), to either (i) pay the aggregate Redemption Price within two hundred seventy (270) days of the Board of Directors' determination of the Redemption Price, or (ii) fund the aggregate Redemption

Price over the applicable Extended Payment Period set forth below (the “**Redemption Payment Procedures**”). If requested by BMO or Generate, as applicable, the Corporation shall issue to such redeeming holder, a promissory note evidencing the Corporation’s payment obligations under clause (ii) of the Redemption Payment Procedures.

6.2.1 Extended Payment Period. If the Board of Directors determines that the Corporation shall pay the aggregate Redemption Price pursuant to clause (ii) of Section 6.2, the Corporation shall have a variable extended payment period (“**Extended Payment Period**”) as follows:

(a) If either (x) BMO or (y) BMO and Generate collectively submit a Redemption Request, then the Extended Payment Period shall be a period of eighteen (18) months, with 25% to be paid within thirty (30) days of the expiration of the Excluded Shares Notice Period (as defined in Section 6.3(d) below) and an additional 25% to be paid on each of the 6-month, 12-month, and 18-month anniversaries of such initial payment; or

(b) If only Generate submits a Redemption Request and BMO does not participate in such redemption, then the Extended Payment Period shall be a period of thirty-six (36) months, with 10% to be paid within thirty (30) days of the expiration of the Excluded Shares Notice Period and an additional 30% to be paid on each of the following 12-month, 24-month, and 36-month anniversaries of such initial payment.

For purposes of this Section 6.2, the “**Fair Market Value**” of a single share of Series B Preferred Stock shall be the value of a single share of Series B Preferred Stock as determined by the Corporation and the redeeming holder in good faith, and, in the event that the Corporation and the redeeming holder are unable to reach agreement, by a third-party appraiser mutually agreed upon by the Corporation and BMO or Generate, as applicable; provided, that, if the relevant parties cannot mutually agree on a third-party appraiser, then each party shall select a third-party appraiser, and the two third-party appraisers selected shall then select a third third-party appraiser to determine the valuation. Such selection shall be final and binding on the relevant parties. The cost of any third-party appraiser shall be borne by the Company. The date of each applicable redemption payment shall be referred to as a “**Redemption Date.**” On each Redemption Date, the Corporation shall redeem, on a pro rata basis in accordance with the number of shares of Series B Preferred Stock owned by each holder, that number of outstanding shares of Series B Preferred Stock determined by dividing (i) the total number of shares of Series B Preferred Stock outstanding immediately prior to such Redemption Date by (ii) the number of remaining Redemption Dates (including the Redemption Date to which such calculation applies); provided, however, that Series B Excluded Shares (as such term is defined in Section 6.3) shall not be redeemed and shall be excluded from the calculations set forth in this sentence. If on any Redemption Date Delaware law governing distributions to stockholders prevents the Corporation from redeeming all shares of Series B Preferred Stock to be redeemed, the Corporation shall ratably redeem the maximum number of shares that it may redeem consistent with such law, and shall redeem the remaining shares as soon as it may lawfully do so under such law.

6.3 Redemption Notice. The Corporation shall send written notice of the redemption (the “**Redemption Notice**”) to each holder of record of Series B Preferred Stock not less than sixty (60) days prior to each Redemption Date. Each Redemption Notice shall state:

(a) the number of shares of Series B Preferred Stock held by the holder that the Corporation shall redeem on the Redemption Date specified in the Redemption Notice;

(b) the Redemption Date and the Redemption Price;

(c) the date upon which the holder's right to convert such shares terminates (as determined in accordance with Section 4.1);

(d) unless the Corporation shall have received a Redemption Request from both BMO and Generate, either together or separately, that the holder shall have thirty (30) days to notify the Corporation to exclude its shares of Series B Preferred Stock from redemption in accordance with this Section 6.3 (the "Excluded Shares Notice Period"); and

(e) for holders of shares in certificated form, that the holder is to surrender to the Corporation, in the manner and at the place designated, his, her or its certificate or certificates representing the shares of Series B Preferred Stock to be redeemed.

Unless the Corporation shall have received a Redemption Request from both BMO and Generate, either together or separately, if the Corporation receives, on or prior to the [thirtieth (30th)] day after the date of delivery of the Redemption Notice to a holder of Series B Preferred Stock, written notice from such holder that such holder elects to be excluded from the redemption provided in this Section 6, then the shares of Series B Preferred Stock registered on the books of the Corporation in the name of such holder at the time of the Corporation's receipt of such notice shall thereafter be "Series B Excluded Shares." Series B Excluded Shares shall not be redeemed on such Redemption Date; provided that BMO or Generate, as the case may be, shall have the opportunity to submit a Redemption Request at a later date with respect to such Series B Excluded Shares. If the Corporation shall have received a Redemption Request from both BMO and Generate, either together or separately, then no other holder of shares of Series B Preferred Stock shall be entitled to designate any such shares of Series B Preferred Stock as Series B Excluded Shares and all outstanding shares of Series B Preferred Stock shall be subject to redemption in accordance with this Section 6.

6.4 Surrender of Certificates; Payment. On or before the applicable Redemption Date, each holder of shares of Series B Preferred Stock to be redeemed on such Redemption Date, unless such holder has exercised his, her or its right to convert such shares as provided in Section 4, shall, if a holder of shares in certificated form, surrender the certificate or certificates representing such shares (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price for such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof. In the event less than all of the shares of Series B Preferred Stock represented by a certificate are redeemed, a new certificate,

instrument, or book entry representing the unredeemed shares of Series B Preferred Stock shall promptly be issued to such holder.

6.5 Failure of Payment; Initiation of Strategic Transaction. In the event the Corporation fails to timely pay the Redemption Price pursuant to clause (i) of the Redemption Payment Procedures in Section 6.2 or defaults on its payment obligations under clause (ii) of the Redemption Payment Procedures in Section 6.2 above (and any such failure or default is not cured by the Corporation within 30 days of receiving notice from the Requisite Holders), then the Requisite Holders may notify the Corporation of their desire to initiate any Strategic Transaction (as defined below), as reasonably determined by the Requisite Holders, and, in furtherance of such right, the Requisite Holders may direct the Corporation to hire investment banking firms, law firms, accounting firms, consultants and other advisors (at the Corporation's expense) to facilitate and market a Strategic Transaction to any person or group of persons other than a Competitor (as defined in the Corporation's Investors' Rights Agreement, as amended from time to time) (the "Acquiror"), in each case to the fullest extent permitted by Delaware law. The Corporation shall (to the fullest extent permitted by Delaware law) take all necessary steps to facilitate the consummation of the Strategic Transaction reasonably prescribed by the Requisite Holders including (a) providing information concerning the Corporation and its subsidiaries and access to the Corporation and its subsidiaries to potential Acquirors, investment bankers, financial and legal and accounting advisors, consultants and any other advisors acting on behalf of the Corporation or the holders of the Series B Preferred Stock and any potential Acquirors and (b) making the executives of the Corporation and its subsidiaries available to all of such advisors, the holders of Series B Preferred Stock and potential Acquirors for meetings and presentations. If the Corporation has failed to redeem any shares of Series B Preferred Stock in accordance with the timing and procedures set forth in this Section 6 or is otherwise in breach or default of any provision of this Section 6, then to the extent there is any cash that exceeds the amount necessary for the Corporation's current operations (as conducted in the ordinary course of business), such excess cash shall be used exclusively to redeem the shares of Series B Preferred Stock in accordance with this Section 6 (until such shares of Series B Preferred Stock are redeemed in full). Furthermore, the Company agrees to take any and all actions necessary to implement the redemption obligations under this Section 6, including, without limitation, applying any available capital or the Corporation (including any funds raised by means of a Strategic Transaction that is a debt or equity financing) to redeem the shares of Series B Preferred Stock in accordance with Section 6. To the extent permitted by law, all expenses incurred in connection with the Strategic Transaction under this Section 6.5, shall be borne by the Corporation.

6.5.1 Special Definitions. For purposes of this Section 6.5, the following definitions shall apply:

A "Strategic Transaction" shall mean any of: (a) a transaction or series of related transactions in which a Person, or a group of related Persons, acquires from stockholders of the Company shares representing more than fifty percent (50%) of the outstanding voting power of the Company; (b) a transaction that qualifies as a Deemed Liquidation Event hereunder; or (c) a bona fide equity or debt financing with the principal purpose of raising capital.

A "Person" shall mean an individual, firm, corporation, partnership, association, limited liability company, trust or any other entity.

6.6 Interest. If any shares of Series B Preferred Stock are not redeemed for any reason on any Redemption Date, all such unredeemed shares shall remain outstanding and entitled to all the rights and preferences provided herein, and the Corporation shall pay interest on the Redemption Price applicable to such unredeemed shares at an aggregate per annum rate equal to eight percent (8%), with such interest to accrue daily in arrears and be compounded annually; provided, however, that in no event shall such interest exceed the maximum permitted rate of interest under applicable law (the “**Maximum Permitted Rate**”), provided, however, that the Corporation shall take all such actions as may be necessary, including, without limitation, making any applicable governmental filings, to cause the Maximum Permitted Rate to be the highest possible rate. In the event any provision hereof would result in the rate of interest payable hereunder being in excess of the Maximum Permitted Rate, the amount of interest required to be paid hereunder shall automatically be reduced to eliminate such excess; provided, however, that any subsequent increase in the Maximum Permitted Rate shall be retroactively effective to the applicable Redemption Date to the extent permitted by law.

6.7 Rights Subsequent to Redemption. If the Redemption Notice shall have been duly given, and if on the applicable Redemption Date the Redemption Price payable upon redemption of the shares of Series B Preferred Stock to be redeemed on such Redemption Date is paid or tendered for payment or deposited with an independent payment agent so as to be available therefor in a timely manner, then notwithstanding that any certificates evidencing any of the shares of Series B Preferred Stock so called for redemption shall not have been surrendered, dividends with respect to such shares of Series B Preferred Stock shall cease to accrue after such Redemption Date and all rights with respect to such shares shall forthwith after the Redemption Date terminate, except only the right of the holders to receive the Redemption Price without interest upon surrender of any such certificate or certificates therefor.

6.8 Series A Subordinate Right of Redemption. If both BMO and Generate have submitted a Redemption Request to the Corporation, the Corporation shall send a notice to the holders of Series A Preferred Stock indicating that the holders of Series A Preferred Stock shall have the opportunity to request the redemption of their shares of Series A Preferred Stock at the Series A Redemption Price no less than one hundred eighty (180) days prior to the anticipated final payment on the Redemption Date(s) set forth in Section 6.2 above (“**Initial Series A Notice**”). If, and in such case, only after each of BMO and Generate have been paid in full on the applicable Redemption Date(s) set forth in Section 6.2 above, and unless prohibited by Delaware law governing distributions to stockholders, shares of Series A Preferred Stock shall be redeemed by the Corporation at a price equal to the greater of (A) the Series A Original Issue Price per share, plus any Series A Accruing Dividends accrued but unpaid thereon, whether or not declared, together with any other dividends declared but unpaid thereon and (B) the Fair Market Value (determined in the manner set forth below) of a single share of Series A Preferred Stock as of the date of the Corporation’s receipt of the Series A Redemption Request (the “**Series A Redemption Price**”), after the Corporation receives from the holders of a majority of the Series A Preferred Stock written notice requesting redemption of all of each such holder’s shares of Series A Preferred Stock (the “**Series A Redemption Request**”). Such Series A Redemption Request shall be delivered to the Corporation within one hundred and eighty (180) days of the Series A Preferred Stock holders’ receipt of the Initial Series A Notice. Upon receipt of a Series A Redemption Request, the Corporation shall apply all of its assets to any such redemption, and to no other corporate purpose, except to the extent prohibited by Delaware law.

For purposes of this Section 6.8, the “**Fair Market Value**” of a single share of Series A Preferred Stock shall be the value of a single share of Series A Preferred Stock as determined by the Corporation and the redeeming holder in good faith, and, in the event that the Corporation and the redeeming holder are unable to reach agreement, by a third-party appraiser mutually agreed upon by the redeeming holders of Series A Preferred Stock; provided, that, if the relevant parties cannot mutually agree on a third-party appraiser, then each party shall select a third-party appraiser, and the two third-party appraisers selected shall then select a third third-party appraiser to determine the valuation. Such selection shall be final and binding on the relevant parties. The cost of any third-party appraiser shall be borne by the Company. The date of each applicable redemption payment shall be referred to as a “**Series A Redemption Date**.” On the Series A Redemption Date, the Corporation shall redeem, on a pro rata basis in accordance with the number of shares of Series A Preferred Stock owned by each holder, that number of outstanding shares of Series A Preferred Stock determined by dividing (i) the total number of shares of Series A Preferred Stock outstanding immediately prior to the Series A Redemption Date by (ii) the number of shares outstanding immediately after the Series A Redemption Date; provided however, that Series A Excluded Shares (as such term is defined in Section 6.9) shall not be redeemed and shall be excluded from the calculations set forth in this sentence. If on the Series A Redemption Date Delaware law governing distributions to stockholders prevents the Corporation from redeeming all shares of Series A Preferred Stock to be redeemed, the Corporation shall ratably redeem the maximum number of shares that it may redeem consistent with such law, and shall redeem the remaining shares as soon as it may lawfully do so under such law.

6.9 Series A Redemption Payment Procedures. The Corporation shall pay the aggregate Series A Redemption Price within thirty (30) days of the final Redemption Date(s) set forth in Section 6.2 above.

6.10 Series A Redemption Notice. The Corporation shall send written notice of the redemption (the “**Series A Redemption Notice**”) to each holder of record of Series A Preferred Stock within thirty (30) days of the Corporation’s determination of the Series A Redemption Price. Each Series A Redemption Notice shall state:

(a) the number of shares of Series A Preferred Stock held by the holder that the Corporation shall redeem on the Series A Redemption Date specified in the Series A Redemption Notice;

(b) the Series A Redemption Date and the Series A Redemption Price;

(c) the date upon which the holder’s right to convert such shares terminates (as determined in accordance with Section 4.1); and

(d) that the holder shall have 10 days to notify the Corporation to exclude its shares of Series A Preferred Stock from redemption in accordance with this Section 6.10; and

(e) for holders of shares in certificated form, that the holder is to surrender to the Corporation, in the manner and at the place designated, his, her or its certificate or certificates representing the shares of Series A Preferred Stock to be redeemed.

If the Corporation receives, on or prior to the thirtieth (30th) day after the date of delivery of the Series A Redemption Notice to a holder of Series A Preferred Stock, written notice from such holder that such holder elects to be excluded from the redemption provided in this Section 6, then the shares of Series A Preferred Stock registered on the books of the Corporation in the name of such holder at the time of the Corporation's receipt of such notice shall thereafter be "**Series A Excluded Shares.**" Series A Excluded Shares shall not be redeemed or redeemable pursuant to this Section 6, whether on such Series A Redemption Date or thereafter.

6.11 Surrender of Series A Certificates; Payment. On or before the Series A Redemption Date, each holder of shares of Series A Preferred Stock to be redeemed on such Series A Redemption Date, unless such holder has exercised his, her or its right to convert such shares as provided in Section 4, shall, if a holder of shares in certificated form, surrender the certificate or certificates representing such shares (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation, in the manner and at the place designated in the Series A Redemption Notice, and thereupon the Series A Redemption Price for such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof. In the event less than all of the shares of Series A Preferred Stock represented by a certificate are redeemed, a new certificate, instrument, or book entry representing the unredeemed shares of Series A Preferred Stock shall promptly be issued to such holder.

6.12 Rights Subsequent to Series A Redemption. If the Series A Redemption Notice shall have been duly given, and if on the applicable Series A Redemption Date the Series A Redemption Price payable upon redemption of the shares of Series A Preferred Stock to be redeemed on such Series A Redemption Date is paid or tendered for payment or deposited with an independent payment agent so as to be available therefor in a timely manner, then notwithstanding that any certificates evidencing any of the shares of Series A Preferred Stock so called for redemption shall not have been surrendered, dividends with respect to such shares of Series A Preferred Stock shall cease to accrue after such Series A Redemption Date and all rights with respect to such shares shall forthwith after the Series A Redemption Date terminate, except only the right of the holders to receive the Series A Redemption Price without interest upon surrender of any such certificate or certificates therefor.

7. Redeemed or Otherwise Acquired Shares. Any shares of Preferred Stock that are redeemed, converted or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Preferred Stock following redemption, conversion or acquisition.

8. Waiver. Except as otherwise set forth herein, any of the rights, powers, preferences and other terms of the Preferred Stock set forth herein may be waived on behalf of all

holders of Preferred Stock by the affirmative written consent or vote of the Requisite Holders; *provided that* any rights, power, preferences and other terms of the Series A Preferred Stock may not be waived without the written consent of the majority of the holders of Series A Preferred Stock, if such waiver would adversely affect the rights of the holders of Series A Preferred Stock in a manner disproportionate to any adverse effect such amendment, modification, termination or waiver would have on the rights of the other holders of Preferred Stock.

9. Notices. Any notice required or permitted by the provisions of this Article Fourth to be given to a holder of shares of Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

FIFTH: Subject to any additional vote required by this Second Amended and Restated Certificate of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

SIXTH: Subject to any additional vote required by this Second Amended and Restated Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. Each director shall be entitled to one (1) vote on each matter presented to the Board of Directors; provided, however, that, so long as the holders of Preferred Stock are entitled to elect a Preferred Director, the affirmative vote of the Preferred Directors shall be required for the authorization by the Board of Directors of any of the matters set forth in Section 5.5 of the Investors' Rights Agreement, dated on or about the date hereof, by and among the Corporation and the other parties thereto, as such agreement may be amended from time to time.

SEVENTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

NINTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation

with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

TENTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not (a) adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification or (b) increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

ELEVENTH: The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An “**Excluded Opportunity**” is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of Preferred Stock or any partner, member, director, stockholder, employee, affiliate or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, the persons referred to in clauses (i) and (ii) are “**Covered Persons**”), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person’s capacity as a director of the Corporation while such Covered Person is performing services in such capacity. Any repeal or modification of this Article Eleventh will only be prospective and will not affect the rights under this Article Eleventh in effect at the time of the occurrence of any actions or omissions to act giving rise to liability. Notwithstanding anything to the contrary contained elsewhere in this Second Amended and Restated Certificate of Incorporation, the affirmative vote of the Requisite Holders, will be required to amend or repeal, or to adopt any provisions inconsistent with this Article Eleventh.

TWELFTH: Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation’s stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or the Corporation’s certificate of incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable

party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten (10) days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article Twelfth shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article Twelfth (including, without limitation, each portion of any sentence of this Article Twelfth containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

THIRTEENTH: For purposes of Section 500 of the California Corporations Code (to the extent applicable), in connection with any repurchase of shares of Common Stock permitted under this Second Amended and Restated Certificate of Incorporation from employees, officers, directors or consultants of the Corporation in connection with a termination of employment or services pursuant to agreements or arrangements approved by the Board of Directors (in addition to any other consent required under this Second Amended and Restated Certificate of Incorporation), such repurchase may be made without regard to any “preferential dividends arrears amount” or “preferential rights amount” (as those terms are defined in Section 500 of the California Corporations Code). Accordingly, for purposes of making any calculation under California Corporations Code Section 500 in connection with such repurchase, the amount of any “preferential dividends arrears amount” or “preferential rights amount” (as those terms are defined therein) shall be deemed to be zero (0).

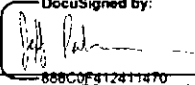
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4. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

5. That this Second Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this Corporation’s Amended and Restated Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

[Signature Page Follows]

IN WITNESS WHEREOF, this Second Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 25th day of June, 2021.

DocuSigned by:

By: _____
Name: Jeffrey Perlman
Title: President

BRIGHT POWER INC
(717) 701-6603
21ST FL
11 HANOVER SQ
NEW YORK NY 10005

1 LBS 1 OF 1
SHP WT: 1 LBS
DWT: 15,12,1
DATE: 02 DEC 2022

SHIP SECRETARY ROSEMARY CHIAVETTA
TO: PENNSYLVANIA PUBLIC UTILITY COMM
KEYSTONE BUILDING
400 NORTH ST

HARRISBURG PA 17120-0200

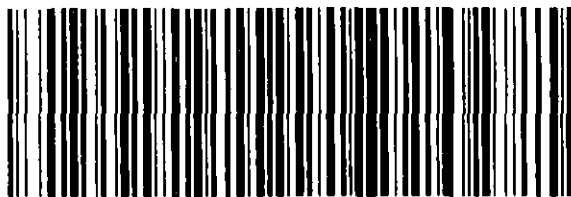
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PA PUBLIC UTILITY COMMISSION

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