

Stevens & Lee

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May 4, 2023

Via Hand Delivery

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

**Re: Application of Rhythm Retail, LLC for Approval to Offer, Render, Furnish or Supply Electric Generation Services as a Supplier
Docket No. A-2023-_____**

Dear Secretary Chiavetta:

Enclosed for filing please find the Application of Rhythm Retail, LLC to provide service as an Electric Generation Supplier throughout the Commonwealth. Please note that Exhibits 3 and 4 to the Application and the Tax Certification Statement contain confidential information and have been marked as such. **Rhythm Retail, LLC respectfully requests confidential treatment of these Exhibits.**

Rhythm Retail, LLC has published notice of this Application in the required newspapers, and Proofs of Publication are attached to the Application as Exhibit 7. A check for the filing fee for the Application is also enclosed.

Copies of this Application have been served on all of the Electricity Distribution Companies in the Commonwealth and the required statutory advocates, the Attorney General, and the Department of Revenue, in accordance with the attached Certificate of Service.

Upon filing, please return a time-stamped copy of the Application to our courier.

Thank you, and please feel free to contact me with any questions or concerns.

Sincerely,
STEVENS & LEE


Michael A. Gruin, Esq.

RECEIVED

MAY 04 2023

Enclosures PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Rhythm Retail, LLC for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) Supplier of Electricity 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:

Rhythm Retail, LLC
24 Greenway Plaza,
Suite 610
Houston, TX 77046
833-774-9846
www.gotrhythm.com

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MAY 4 2023

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

- Registered Agent:
CT Corporation System
- Registered Address:
600 N. 2nd Street, Suite 401
Harrisburg, PA 17101-1071

- 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 and future inquiries should be addressed.

NOTE: To ensure timely receipt of regulatory information, a contact employed directly by the Applicant, and not a consultant, is preferred.

Brad Zachary
General Counsel
24 Greenway Plaza, Suite 610
Houston, TX 77046
Brad.zachary@gotrhythm.com
Telephone: 346-266-2311
Fax: n/a

- 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.

Michael A. Gruin
Stevens & Lee
17 N. 2nd St., 16th Floor
Harrisburg, PA 17101
Michael.gruin@stevenslee.com

Telephone: 717- 255-7365

Fax: 610-988-0852

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

Jennifer Schmitt
Senior Director, Operations and Customer Care
24 Greenway Plaza, Suite 610
Houston, TX 77046
Jennifer.schmitt@gotrhythm.com
Telephone: 281-961-8096
Fax: n/a

Brandon Cancino
Manager, Customer Care
24 Greenway Plaza, Suite 610
Houston, TX 77046
Brandon.cancino@gotrhythm.com
Telephone: 979-417-9620
Fax: n/a

2. **BUSINESS ENTITY FILINGS AND REGISTRATION**

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

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

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

or

The Applicant will not be using a fictitious name.

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

The Applicant is a sole proprietor.

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

or

The Applicant is a:

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

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

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

or

The Applicant is a:

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

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

See Department of State filings and Charter Document attached hereto as Exhibit 1

See Listing of Officers attached hereto as Exhibit 2

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's affiliate, Rhythm Ops, LLC, is a retail energy provider in the state of Texas. The Applicant is a wholly owned subsidiary of Rhythm Energy, Inc., which in turn is a wholly owned subsidiary of Rhythm Holdings, LP. Rhythm Energy Services, LLC is another affiliate that is wholly owned by Rhythm Holdings, LP. The Applicant does not have any affiliates that are jurisdictional utilities. The Applicant has no affiliates that are currently applying to do 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.

None. The Applicant does not have any predecessors that have done business.

4. OPERATIONS

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

Definitions

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

- The Applicant is presently doing business in Pennsylvania as a

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

or

- The Applicant is not presently doing business in Pennsylvania.

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

- Generator of electricity
- Supplier of electricity
- Aggregator engaged in the business of supplying electricity
- Broker/Marketer engaged in the business of supplying electricity services

- Check here to verify that your organization will not be taking title to the electricity nor will you be making payments for customers.
- Electric Cooperative and supplier of electric power
- Other (Describe):

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

Rhythm Retail, LLC will be offering electricity generation supply products to residential, commercial and industrial customers.

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

- Citizens' Electric
- Duquesne Light
- Met-Ed
- PECO
- Penelec
- Penn Power

- Pike
- PPL
- UGI Utilities
- Wellsboro
- West Penn

Entire Commonwealth of PA

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

- Residential Customers
- Small Commercial Customers - (25 kW and Under)
- Large Commercial Customers - (Over 25 kW)
- 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.

July 1, 2023 or upon approval by the Commission

5. COMPLIANCE

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

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

Emex, LLC v. Rhythm Ops, LLC D/B/A Rhythm and Rhythm Energy, Inc.: Commercial dispute over broker commissions. Emex, LLC dismissed its claim with prejudice in December of 2022.

Truenergy Services LLC v. Rhythm Ops, LLC: Commercial dispute over broker commissions. The case is currently pending in the district court of Harris County, TX. Truenergy Services LLC nonsuited their claim in January of 2023.

Cliff's Checking Cashing Stores, Inc. v. Rhythm Ops, LLC: Small claims court filing related to the processing of a \$100 check. The complaint was dismissed by Order entered on June 8, 2022.

Rhythm Energy, Inc. and Rhythm Ops, LLC vs. Rhythm Solar, LLC: 5/24/2022: Rhythm sued Rhythm Solar, LLC for trademark infringement in the district court for the Northern District of Texas–Dallas Division. The matter is currently pending.

Kimberly Janicki v. Rhythm Energy, Inc.: June 17, 2022: Suit by former employee alleging violations of employment law, which Rhythm denies. The case is currently pending in the district court for the Southern District of Texas–Houston Division.

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

See status provided in subsection (a), above.

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

None

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

N/A

6. PROOF OF SERVICE

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

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

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

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

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

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

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

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

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

West Penn:
Legal Department
West Penn Power d/b/a Allegheny Power
800 Cabin Hill Drive

PECO:
Manager Energy Acquisition
PECO Energy Company
2301 Market Street

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

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

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

UGI:
UGI Utilities, Inc.
Attn: Rates Dept. – Choice Coordinator
1 UGI Drive
Denver, PA 17517

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

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

7. FINANCIAL FITNESS

a. **BONDING:** In accordance with 66 Pa. C.S. Section 2809(c)(1)(i), the Applicant is required to file a bond or other instrument to ensure its financial responsibilities and obligations as an EGS. Therefore, the Applicant is...

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

SEE ENCLOSED LETTER OF CREDIT

CRITICAL BONDING NOTES:

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

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

days prior to the expiration date to ensure adequate time for staff review and approval of the security instrument(s).

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

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

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

SEE CONFIDENTIAL FINANCIAL STATEMENTS and CREDIT REPORT ATTACHED HERETO AS CONFIDENTIAL EXHIBIT 3

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.

The Applicant is party to a credit agreement with Engie Energy Marketing, N.A., Inc., which provides for funding of up to \$60,000,000 to support its operations. A Confidential copy of the agreement is attached hereto as **Confidential Exhibit 4**.

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

N/A

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.

Tuyen Nguyen
Controller
832-844-0755
Tuyen.nguyen@gotrhythm.com
Fax: n/a

f. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix I 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.

8. TECHNICAL FITNESS:

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

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

- Applicant's previous experience in the electricity industry.
- Summary and proof of licenses as a supplier of electric 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.
- Documentation of membership in PJM, ECAR, MAAC, other regional reliability councils, or any other membership or certification that is deemed appropriate to justify competency to operate as an EGS within the Commonwealth.
- Any other information appropriate to ensure the technical capabilities of the Applicant.

See Summary of Technical Fitness attached hereto as Exhibit 5

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

- Internal – Applicant will use its own internal resources/employees for marketing
- External EGS – Applicant will contract with a PUC **LICENSED EGS** broker/marketer
- Affiliate – Applicant will use a **NON-EGS** affiliate marketing company and or individuals.
- External Third-Party – Applicant will contract with a **NON-EGS** third party marketing company and or individuals
- Other (Describe):

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

- Yes
- No

If yes, will the Applicant be using verification procedures?

- Yes
 No

If yes, describe the Applicant's verification procedures.

N/A

- 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.

See marketing oversight included in Summary of Technical Fitness (Exhibit 5 hereto)

- 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 Officers and Executives list and resumes included in Exhibit 2.

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

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

9. DISCLOSURE STATEMENTS:

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

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

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

See sample disclosure statement attached hereto as Exhibit 6

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

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

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

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

(Select only one of the following)

- AGREED - Applicant has included compliance with this requirement in the instant application, labeled in correspondence with this section (10).
- AGREED - Applicant will provide compliance with this requirement within 120 days of receiving its license
- ACKNOWLEDGED - Applicant is not proposing to provide retail electric supply service at this time, and therefore is not presently obligated to provide such information

- b. **STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission. Further, the Applicant agrees that it must comply with and ensure that its employees, agents, representatives, and independent contractors comply with the standards of conduct and disclosure set out in Commission regulations at 52 Pa. Code § 54.43, as well as any future amendments.

AGREED

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

- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
- Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
- The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
- Net Metering Reports: Applicant shall be responsible to report any Net Metering per the Standards on http://www.puc.pa.gov/consumer_info/electricity/alternative_energy.aspx. Scroll down to the Net Metering Standards Section.

- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis per 52 Pa. Code § 54.39(d).
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

X AGREED

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

X AGREED

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

X ACKNOWLEDGED

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

X AGREED

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

X AGREED

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

X AGREED

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

X AGREED

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

X AGREED

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

X PAYMENT ENCLOSED

11. AFFIDAVITS

Must be notarized before filing.

- a. **APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.
- b. **OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that you agree to comply with the operational requirements of the control area(s) within which you provide retail service. An example copy of this Affidavit can be found at Appendix B.

12. NEWSPAPER PUBLICATIONS

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

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

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

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

	Erie Times-News	Harrisburg Patriot-News	Philadelphia Daily News or Philadelphia Inquirer	Pittsburgh Post-Gazette	Scranton Times-Tribune	Williamsport Sun-Gazette	Johnstown Tribune-Democrat
Citizens' Electric						X	
Duquesne				X			

Met Ed		X	X		X		
PECO			X				
Penelec	X	X			X	X	X
Penn Power	X			X			
Pike					X		
PPL		X	X		X	X	
UGI					X		
Wellsboro						X	
West Penn		X		X		X	X
Entire Commonwealth	X	X	X	X	X	X	X

(Newspaper Publication Templates are provided at Appendices K and L)

SEE PROOFS OF PUBLICATION ATTACHED HERETO AS EXHIBIT 7

13. SIGNATURE

DATE OF DEPOSIT

Applicant: Rhythm Retail, LLC
 By: [Signature]
 Title: General Counsel

JUN - 7 2023

**PA PUBLIC UTILITY COMMISSION
 SECRETARY'S BUREAU**

14. CHECKLIST

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

Applicant: Rhythm Retail, LLC

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

Applicant's Use

PUC Secretary's Bureau Use

Appendix A

RECEIVED

MAY 4 2023

APPLICATION AFFIDAVIT

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

[Commonwealth/State] of Texas :

: ss.

County of Harris :

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

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

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

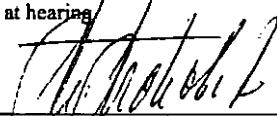
That the Applicant herein Rhythm Retail, LLC has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

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

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

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

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



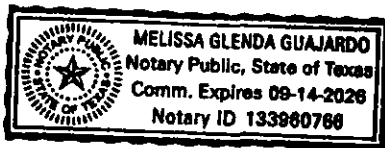
Signature of Affiant

Sworn and subscribed before me this 27th day of April, 2023.



Signature of official administering oath

My commission expires 09-14-2024.



RECEIVED

MAY 4 2023

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Appendix B

OPERATIONS AFFIDAVIT

[Commonwealth/State] of Texas :

ss.

County of Harris :

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

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

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

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

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

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

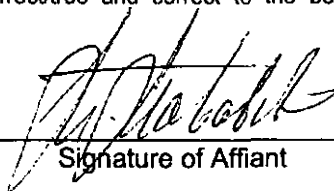
As provided by 66 Pa. C.S. §2810 (C)(6)(iv), Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing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

Appendix B (Continued)

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

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

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



Signature of Affiant

Sworn and subscribed before me this 27th day of April, 2023.



Signature of official administering oath

My commission expires 09-14-2026

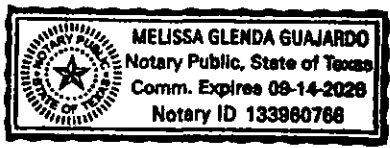


EXHIBIT 1

**Delaware Certificate of Formation and Pennsylvania Foreign LLC
Registration**

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MAY 4 2023

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Delaware

The First State

Page 1

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 CERTIFICATE OF FORMATION OF "RHYTHM RETAIL, LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2023, AT 4:13 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7224298 8100
SR# 20230321882

Authentication: 202622964
Date: 02-01-23

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

STATE OF DELWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION

- First: The name of the limited liability company is Rhythm Retail, LLC.
- Second: The registered office of Rhythm Energy Services, LLC in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of the registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, an authorized person has executed this Certificate of Formation on the 31st of January, 2023.

By Brad Zachary
Name: Bradley Zachary
Title: Organizer

Reservation Number	Entity Name	Entity Type	Cost (\$)	Status	Expiration Date
7224298	Rhythm Retail, LLC	LimitedLiabilityCompany	\$75.00	Reserved	5/6/2023



Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
PO Box 8722 | Harrisburg, PA 17105-8722
T: 717.787.1057
dos.pa.gov/BusinessCharities

April 3, 2023

CT Corporation System
600 NORTH SECOND STREET, SUITE 401
HARRISBURG, PA 17101

Entity Name: Rhythm Retail, LLC
Entity File Date: April 3, 2023
Entity Number: 0012931470
Filing Type: Foreign Limited Liability Company

The Bureau of Corporations and Charitable Organizations is happy to send your filed document. The Bureau is here to serve you and we would like to thank you for doing business in Pennsylvania.

Thank you for registering with the Department of State to do business in Pennsylvania. Like many other businesses, you may have employees, sell taxable products, or provide a taxable service to consumers in Pennsylvania. Please visit www.pa100.state.pa.us to register for business taxes with the Department of Revenue and the Department of Labor and Industry. You may also visit www.Business.pa.gov to find resources for businesses through all stages of development.

Beginning in 2024, annual reports are required for all domestic filing entities, limited liability general partnerships and registered foreign associations. More information will be forthcoming from the Bureau. However, to ensure that you receive notice of how and when to make annual reports, keep all information on file with the Bureau up-to-date, particularly registered office address.



0012931470



COMMONWEALTH OF PENNSYLVANIA
 Department of State
 Bureau of Corporations and Charitable Organizations
 PO Box 8722
 Harrisburg, Pennsylvania 17105-8722
FOREIGN REGISTRATION STATEMENT
 Fee: \$250

Pennsylvania Department of State
-FILED-
 File #: 0012931470
 Date Filed: 4/3/2023

B0549-5545 04/03/2023 8:12 AM Received by Pennsylvania Department of State

DSCB:15- 412 (rev. 2/2017)

In compliance with the requirements of 15 Pa.C.S. § 412 (relating to foreign registration statement), the undersigned foreign association hereby states that:

Foreign Business Type	
Filing type	Foreign Limited Liability Company
LLC filing type	Limited Liability Company
Association Name	
The full and proper name of the foreign association as registered in its jurisdiction of formation is	Rhythm Retail, LLC
Business name in Pennsylvania	Rhythm Retail, LLC
Effective Date	
The filing shall be effective when filed with the Department of State	
Additional Information	
Jurisdiction of Formation	DELAWARE
Select one of the following	The association may not have series.
The street address of the association's principal office.	
Principal Office Address	24 GREENWAY PLZ STE 610 HOUSTON, TX 77046-2419
The mailing address of the association's principal office.	
Mailing Address	24 GREENWAY PLZ STE 610 HOUSTON, TX 77046-2419
Home Jurisdiction Addresses	
Select one	The association's home jurisdiction requires the association to maintain a street and mailing address in that jurisdiction.
Home jurisdiction street address,##### Home jurisdiction mailing address,##### Home jurisdiction street address,##### Home jurisdiction mailing address	
Home Jurisdiction Street Address	1209 N ORANGE ST WILMINGTON, DE 19801-1120
Home jurisdiction street address,##### Home jurisdiction mailing address,##### Home jurisdiction street address,##### Home jurisdiction mailing address	
Home Jurisdiction Mailing Address	1209 N ORANGE ST WILMINGTON, DE 19801-1120
Registered Office	
The name of the commercial registered office provider and the county of venue is	

CT Corporation System
Commercial Registered Office Provider
Venue and Publication County

DAUPHIN

Additional provisions, if any
Additional provisions

Electronic Signature

IN TESTIMONY WHEREOF, the above-named association has caused this Foreign Registration Statement to be signed by a duly authorized representative

Full Name	Title	Date
Predrag Popovic	CEO of Member, Rhythm Energy, Inc.	04/03/2023

EXHIBIT 2
LIST OF OFFICERS /EXECUTIVES AND
RESUMES

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MAY 4 2023

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Exhibit 2
OFFICERS AND EXECUTIVES

Officers

Predrag Popovic
Co-Founder and CEO
24 Greenway Plaza. Suite 610,
Houston, TX 77046
pj@gotorythym.com
713-291-6959

Kosta Zujic
Head of Commercialization and Management Partner
24 Greenway Plaza. Suite 610,
Houston, TX 77046
kosta.zujic@gotrhythm.com
713-305-1231

Brad Zachary
General Counsel and Secretary
24 Greenway Plaza. Suite 610,
Houston, TX 77046
(346) 266-2311
brad.zachary@gotrhythm.com

Additional Executives

Roozbeh Amirazodi
Head of Portfolio Management
24 Greenway Plaza. Suite 610,
Houston, TX 77046
r.amirazodi@gotorythym.com
832-273-0728

Jennifer Schmitt
Senior Director, Operations and Customer Care
24 Greenway Plaza. Suite 610,
Houston, TX 77046
schmittjenniferc@gmail.com
281-961-8096

PROFESSIONAL SUMMARY

- ✓ 10 years of **supply/trading** and risk management experience in the **energy** sector in both corporate and start-up environments
- ✓ In-depth understanding of financial markets and risks, and recognized for **making commercial decisions that reduce volatility and optimize P&L** through creative **data-driven** solutions
- ✓ Repeatedly handpicked to turn around portfolio management and supply functions, and establish risk management capabilities
- ✓ Proven ability to develop **hedging strategies, valuation models, risk frameworks**, and build **high performing teams**
- ✓ Expertise in **deal execution/negotiation, valuation, due diligence, optimization, forecasting, and budgeting**
- ✓ Experience in **M&As, credit facilities, ISDAs, PPAs, RECs, aggregations, AMAs, storage, transport, and demand response**
- ✓ Experienced in various **electricity** and **natural gas** markets and the associated physical, financial, and renewable products
- ✓ Strong business acumen coupled with **technical skills**, and an expertise in **communication** of risks and financial performance

WORK EXPERIENCE



Rhythm | www.gotrhythm.com

Head of Portfolio Management - Houston, TX

2020 to Present

- Key member of the leadership team that founded Rhythm, the Goldman Sachs backed renewable energy tech start-up
- Established the company's energy supply/hedging, renewables, pricing, and forecasting functions, contributing to the growth of the company from a concept to a top renewable energy provider in ERCOT with 1 TWh/year of weather sensitive load
- Responsible for mitigating price and volumetric risks and optimizing load P&L utilizing physical, financial, and weather products
- Procure term energy supplies and RECs through OTC markets and Exchanges to hedge risk exposures at load zones
- Led the DAM scheduling, hedging, and ISO communication activities helping the company receive its QSE and REP certificates
- Provided market and liquidity access to the company by negotiating a \$50m credit facility, three ISDAs, and onboarding two environmental commodity shops. Led the associated RFP, negotiations, valuations, financial modeling, and due diligence efforts
- Handled the valuation, hedging, risk analysis, forecasting and collateral needs of Entrust M&A deal (350 MW of load)
- Negotiated and closed key bi-lateral renewable energy transactions enabling product differentiation: one bi-lateral asset-specific wind REC deal with a 250 MW wind farm in Texas, one solar REC deal, and a wind Virtual Power Purchase Agreement
- Spearheaded the design and development of an in-house Python based system capable of producing load forecasts, key exposures (hourly energy, basis, ancillary services, and line losses) as well as Mark-To-Market reporting and P&L diagnostics
- Developed residential and C&I pricing models to enable matrix and custom pricing catalogues, and Cost-Of-Goods-Sold forecasts
- Wrote the company's risk policy and developed collateral models that are used for counterparty and ISO margin calls
- Built the supply and credit teams, and oversaw the design and development of the related processes and capabilities



Direct Energy | www.directenergy.com

Director, Commodity Portfolio Management & Analytics - Houston, TX

2016 to 2020

Sr. Energy Portfolio Manager - Houston, TX

2015 to 2016

Manager, Forward Book Trading - Houston, TX

2013 to 2015

Manager, Market Risk - Calgary, AB

2010 to 2013

- Held roles of increasing responsibility managing the supply/hedging and gross margin optimization of DE's retail portfolio
- Between 2015 to 2020 led a team responsible for reducing earnings volatility to DE's North America's retail electricity portfolio (12TWh/year of load and \$1b of annual revenues), through hedging, supply/market cost optimization, and forecasting

- Managed all the retail exposures (price, basis, AS, RECs, capacity) in ERCOT and Northeast ISOs in line with risk mandate
- Developed simulations and worked with counterparties, re-insurers, and banks to mitigate the commodity and weather risks
- Executed effective hedge strategies to mitigate financial exposures inherent in retail portfolios including shape and weather
- Developed demand response frameworks for both behavioral and device based/ERS DR and built valuation models
- Procured bi-lateral renewable energy and RECs to enable product differentiation and helped develop a 100% local solar product
- Led the book valuation, due diligence, and hedge novation efforts associated with M&A opportunities
- Communicated risks to CEO, CFO, and board, and provided presentations on hedging strategies and risk reduction impacts
- Overhauled the company's ERCOT load forecasting and DR models and reduced Mean Absolute Percentage Error (MAPE) by 2%
- Developed a Python based Gross Margin At Risk model that was used to measure, manage, and communicate portfolio risks
- Handpicked to assemble a Data Science & Analytics team in 2016 to develop Customer Lifetime Value, Churn and Pricing models
- Responsible for forward hedging of the company's natural gas portfolio between 2013 and 2015. Recognized for successfully navigating the book through the 2014 polar vortex and reducing earnings volatility
- Recognized for enabling DE's market entry into the Northeast community aggregation business, contributing to a 150K customer count growth, and \$6m/year of gross margin through managing the hedging, pricing, and scheduling activities
- From 2010 to 2013 ran a market risk desk in Canada responsible for valuation, position and Mark-To-Market reporting of wholesale gas and electricity portfolios, and 1.3 GW of company owned generating assets in ERCOT North and South zones
- Built valuation and optimization models for 15 BCF of Storage Capacity and Asset Management Agreements (AMA) and acted as mid office SME during the migration from Allegro to Openlink Endur ETRM system



Canadian Pacific | www.cpr.ca

Sr. Analyst, Market Risk Management - Calgary, AB

2008 to 2010

- Provided risk modeling, analysis and reporting for company's fuel, currency, and derivative exposures. Developed valuation and risk models using Excel, VBA, SQL, and @Risk



London Life / Great West Life Canada | www.greatwestlifeco.com

Sr. Quantitative Analyst - Toronto, ON

2007 to 2008

- Modelled the duration risk across the pension and bond portfolios and reported risk metrics and KPIs. Helped portfolio managers with portfolio construction and quantification of risks



GLC Asset Management | www.mackenzieinvestments.com

Analyst, Fixed Income Analysis - Toronto, ON

2006 to 2007

- Provided financial and statistical analysis for the North American bond portfolio, and reported risks, MTM and P&L

EDUCATION & CERTIFICATIONS

MBA in Finance - 2008

Wilfrid Laurier University, Waterloo, Canada

BSc. Civil Engineering, minor in Applied Statistics - 2005

Ryerson University, Toronto, Canada

PRM, Professional Risk Manager - 2009

Jennifer C. Schmitt

281-961-8096
schmittjennifere@gmail.com
5653 Larkin St. Houston, TX 77007

WORK EXPERIENCE

Rhythm, Houston, TX Mar. 2020 to Present
Senior Director, Operations and Customer Care
Director, Operations

Lead residential and commercial enrollments, transactions, billing, collections, complaints, and customer care for start-up electricity retailer.

Manage all vendor partnerships and contract negotiations.

Member of ERCOT Technical Advisory Committee, Retail Market Subcommittee, and Reliability and Operations Subcommittee.

APG&E, Houston, TX Jan. 2018 to Mar. 2020
Director, Operations
Manager, Operations

Led residential and commercial enrollments, transactions, and billing in TX, MD, PA, OH, NJ, and NY.

Reorganized and improved team efficiency to reduce resource cost by 40%.

Negotiated EDI/Billing provider renewal to reduce transaction/billing cost to serve by 15%.

Managed PUC complaints, regulatory environment and compliance requirements for all markets.

Member of ERCOT Technical Advisory Committee.

NJ State Chair for Retail Energy Supplier Association.

Built new reporting to ensure better customer experience and quicker issue resolution.

Implemented new commissioning software to ensure correct and timely payment to partners.

Created new process management for broker questions and customer service.

Managed disconnects and drops for non-payment for all markets.

Direct Energy, Houston, TX Mar. 2015 to Jan. 2018
Manager, NA Home Pricing Strategy
Senior Analyst, NA Home Pricing Strategy
Analyst, US North Power Pricing

Lead team in creating portfolio growth solutions. Developed churn mitigation initiatives.

Priced, structured, and project managed new residential product development in US electricity and gas markets.

Built complex pricing and financial forecasting models using VBA and SQL.

Built SQL tools to automate and optimize processes and improve data mining.

Built automated daily matrix pricing tool for multifamily dwelling sales channel.

Presented senior management new approaches to increase customer acquisition and retention.

Champion Energy Services, Houston, TX May 2012 to Mar. 2015
Senior Analyst, Residential Pricing and Supply
Analyst, Residential Pricing and Supply
Leadership Development Program

Responsible for all pricing and hedging of the residential book in TX, PA, IL, and NJ including headroom and competitive analysis in ERCOT, PJM, MISO, NEISO, and NYISO.

Identified and implemented pricing initiatives to help grow annual booked margin by 75% and flowed margin by 20% year over year. Identified and corrected \$2 million in unreported income.

Analyzed product structure opportunities to generate over \$2 million in incremental revenue.

Managed outbound retention campaigns and billing system enhancements.

Priced fixed, index, block, and blend and extend commercial opportunities in ERCOT, PJM, and MISO markets using

Salesforce and Intelometry. Reported financial forecasting and customer acquisition, retention and attrition findings to senior management. Created load shape and financial forecasting models for market expansion. Implemented new products and pricing strategies to increase profitability and customer count. Project manager for home energy report, demand response pilot, and the thermostat rebate program. Developed acquisition prospects through internal and external channels. Built residential budget and identified margin and customer goals necessary to meet budget objectives. Built SQL tools to automate processes and improve data mining for more targeted marketing.

SKILLS

Proficient in Microsoft Office (Excel, PowerPoint, Publisher, Word, Access, VBA); Quickbooks; Microsoft SQL; Dedicated, detail-oriented, and results driven individual with strong time management and analytical skills; Exceptional written and oral communication

EDUCATION

Johns Hopkins, Baltimore, MD— Currently enrolled part-time
Pursuing Masters in Energy Policy and Climate

Ohio Wesleyan University, Delaware, OH— B.A. May 2012
Studied international finance at University College Cork, Ireland, Spring 2011
GPA: 3.85/4.00 Dean's List (all semesters)- Magna Cum Laude

Dual-Bachelors: Accounting and Geology

Dual-Minor: Economics Management and Women's and Gender Studies

- Presidential Scholar (Four year full-tuition scholarship)
- Corns' Scholar (\$10,000 scholarship for six Economics Department juniors)
- Theory into Practice Grant (Published Michigan Basin microfossil research)
- Sigma Beta Delta (Business Honor Society), Phi Beta Kappa (Liberal Arts Honor Society)

KOSTA ZUJIC
5606 Oxley Hills Ln, Sugar Land, TX 77479
kosta.zujic@me.com | 713.305.1231

EXPERIENCED RETAIL ENERGY EXECUTIVE WITH PROVEN TRACK RECORD OF DELIVERING HIGH P&L RETURNS AND CREATING/LEADING HIGH-PERFORMING TEAMS. COMMERCIAL AND CUSTOMER-CENTRIC LEADER WITH EXTENSIVE EXPERIENCE IN GENERAL MANAGEMENT, P&L MANAGEMENT, ACQUISITION & RETENTION STRATEGY & EXECUTION, PRODUCT, CUSTOMER EXPERIENCE, MARKETING, FINANCE AND M&A

WORK EXPERIENCE

MAR 2020-PRESENT **RHYTHM ENERGY**

HOUSTON, TX

Head of Commercialization and Management Partner

- Management partner and head of commercialization, pricing, customer care, operations, data science/engineering and portfolio management. within a well-capitalized and rapidly growing technology start-up focusing on the retail energy sector (8th largest electricity retailer in TX, achieved within 1.5 years of launch)
- Key KPIs include gross margin, operating profit, customer lifetime value, customer count, acquisition count, retention/churn, and cost to serve

JUL 2017-MAR 2020 **DIRECT ENERGY (A CENTRICA COMPANY)**

HOUSTON, TX

Commercial Director and General Manager – US Energy

- Responsible for commercial strategy/activities and general management of Centrica's US residential power and gas business (TX and US North states, accounting for 2M+ customers), including the Direct Energy, WTU, FCP, Bounce, Gateway and CPL portfolio of brands
- Key metrics include gross margin, operating profit, customer count, acquisition count, and retention
- Delivered new multi-brand and channel acquisition and retention strategy, delivering organic customer growth for the first time in the US business' history, at higher margins and LTV/customer
- Expanded acquisition unit margins by 2x while at the same time enabling record sales, focusing on a differentiated channel and brand margin management strategy (delivering \$100M+ of LTV value)
- Expanded renewal unit margins by 1.5x to reduce reliance on variable book and mitigate customer attrition; increased renewals by 20% through new retention campaign strategy
- Institutionalized new LTV segmentation methodology to drive data-driven decisions, allowing for optimization of the acquisition and retention customer books and driving a 25% reduction in CTS and expanding LTV per customer by 30%
- Led new US North Government Aggregations business development team (generating \$20M+ of incremental gross margin from deals won)
- Launched a new product development process and governance structure, embedding customer research at its core
- Leadership awards received for LTV innovation, P&L delivery, and customer focus
- Recently awarded ownership of the Home Warranty of America, DE Home Protection and Water Heater and Rentals product and margin teams (in addition to continuing existing retail energy responsibilities)

MAR 2016-JUL 2017 **NRG ENERGY**

HOUSTON, TX

Director – Innovation and Competitive Intelligence

- Co-led the development of Reliant Energy's 5 year strategic plan (energy, home services, and home security), devised and implemented a revised org structure, and delivered new governance and operating model
- Chaired the strategic review committee (comprised of President of Retail and brand GMs) tasked with reviewing organic and inorganic growth opportunities, as well as assessment of competitive landscape
- Lead a team of 20 product managers and research professionals, tasked with: bringing new and innovative products and business lines to market, customer validation/research, and competitive intelligence
- Developed and implemented new agile product development and customer research strategies
- Successfully launched following products (amongst others): home security, smart home products/bundles, flat bill (first in TX), and Reliant One App

JUN 2014-MAR 2016 **NRG ENERGY**

HOUSTON, TX

Manager – Growth Business Development, Retail Innovation

- Led the acquisition of Goal Zero (a consumer electronics company focused on portable solar technology), including ownership of the valuation, strategic aspects of the transaction, and synergy go to market execution. Worked with the C-suite to obtain approval for the acquisition from NRG's board of directors
- Created and developed value and risk-based innovation portfolio management tools and formulated Innovation metrics and dashboards
- Led cross-functional teams (typically comprised of 4 Ps) on lean startup projects including wireless power, HVAC diagnostics, pest control, and home solar

JUN 2012-JUN 2014 **NRG ENERGY**

HOUSTON, TX

MBA Associate - Rotational Leadership Program

- Evaluated retail electricity M&A opportunities through financial and strategic analysis, made recommendations and presented findings to C-suite executives
- Originated and closed retail energy M&A opportunities and played a leading role in shaping the group's inorganic growth strategy
- Project-managed execution of the post-acquisition Green Mountain Energy integration into NRG family of retail assets
- Developed a comprehensive manufacturing segment "go to market" strategy and decision evaluation tools for the C&I group, securing buy in from the VP of Strategy, VP of C&I and the President of TX Retail

MAY 2011-MAY 2012 **CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK**

HOUSTON, TX

Energy Coverage Department

- Developed capital structure strategies and proposals for E&P and midstream oil and gas clients
- Advised a large independent E&P on the spin off and capitalization of its oilfield services arm
- Evaluated NAV of reserves to compute borrowing bases, developed statistical methods to estimate asset values, and assisted on the creation of a new equity valuation model of oil and gas companies

OCT 2007-JULY 2010 **TAYLOR WESSING LLP**

LONDON, UK

Top 20 corporate/commercial European law firm acting for 31 of the top 50 global corporations

Associate - Private Equity, M&A and Corporate Tax

- Led tax and cross-functional teams on a number of high value LBO and private equity transactions (including Penta Capital's £210m investment in Esure Insurance)
- Managed commercial and tax aspects of M&A transactions (value in the £10m-£300m range) and analyzed and implemented numerous complex group structures for multinational corporations and high net worth individuals (including the Saudi Royal family)
- Developed junior employee training program and spoke at firm-wide lecture series and seminars

SEP 2004-OCT 2007 **GOODMAN DERRICK LLP**

LONDON, UK

Leading UK law firm specializing in the media and entertainment industry established by Lord Goodman

Associate - Corporate/Commercial Department

- Conducted negotiations on M&A /commercial transactions (including two £100M+ asset acquisitions by Informa) and drafted commercial contracts.
- Advised on structuring of high-value commercial property fund transactions.
- Led the due diligence process on numerous high value M&A transactions.

EDUCATION

AUG 2010-MAY 2012 **RICE UNIVERSITY, JONES GRADUATE SCHOOL OF BUSINESS** **HOUSTON, TX**
Master of Business Administration degree (MBA), May 2012. Focus on Finance and Energy subjects.
Vice President of the Energy Club. Organizing Committee of the 2011 Rice Energy Finance Summit.

SEP 1998-JUNE 2001 **UNIVERSITY OF LONDON (QUEEN MARY COLLEGE)** **LONDON, UK**
Law Degree (LLB).
Student Union representative for class of 2001. Moot court organizer and participant. First team soccer.

ADDITIONAL INFORMATION

Languages: Serbian/Croatian/Slovenian/Bosnian (fluent), Spanish (conversant), Russian (basic)

Activities: Law Society of England & Wales. Enjoy road cycling, running, soccer (played semi-professionally for Sutton United in the UK), family, and travelling.

Predrag (PJ) Popovic

4006 Case St. • Houston, TX 77005 • 713.291.6959
pj@gotrhythm.com • linkedin.com/in/pjpopovic

Business leader with a track record of transforming business performance and creating high-performing teams. Currently running \$2 Billion residential power and gas portfolio. Deep personal commitment and passion for growing business and leading change in turnaround environments. Big 4 advisory, residential, C&I, technology and trading experience with energy firms, retailers, global investment banks, utilities and merchant energy segment across North America, UK, and mainland Europe.

PROFESSIONAL EXPERIENCE

RHYTHM

02/2020 TO PRESENT

Co-Founder and CEO

Build-out a top-tier management team to launch retail energy provider that will deliver marketing leading customer experience and a renewable energy core offering in a manner that is value-centric, customer-first, and locally sourced.

CENTRICA PLC / DIRECT ENERGY, HOUSTON TX

03/2010 TO 01/2020

VP and General Manager, US Retail Division (05/2017 – 01/2020)

Led turnaround of consumer division, a \$2 Billion business serving 1.5 million customers, facing declining profits and organic growth, reputation challenges and adverse market conditions. Team of 40+ commercial (brand, product, pricing, commodity supply), data science and analytics and support (IT, finance, regulatory, customer operations) professionals restored the business within 12 months, leading to first-time organic customer growth and improving of in-year EBIT by \$45 million.

- Redefined and executed strategy for Direct Energy's residential business, leading to first time US business organic customer count growth in more than a decade.
- Eliminated a number of unprofitable channels, vendors and business that delivered low return on employed capital. Reallocated ~\$25m of cost-to-acquire to more profitable products and customers.
- Grew sales by 35% while maintaining low CTA, through channel-differentiated pricing, new salesforce incentives and behavior-based marketing.
- Leveraged analytics and created customer micro-segments, to change the way Direct communicates with the customers, with the focus on relevant communication, most valuable actions via the right channel and at the right time. Improved loyalty and reduced customer service costs.
- Managed external communications and advocacy with legislators, regulators, and the press through market events and internal changes to brand, customer operations and offers.

Director, Retail Portfolio (06/2014 – 04/2017)

Leader of 30+ people team responsible for \$2.4b retail portfolio optimization, pricing, demand forecasting and product development. Transformed DE's residential business to address \$55m of losses business incurred during '13/'14 "polar vortex" winter. Overhauled processes and capabilities around product/risk pricing, load forecasting, risk management.

- Redesigned risk management strategy and built stable and resilient portfolio – 10x reduction in GM@R.
- Overhauled residential portfolio risk management strategy to allow for capture of the increased optimization opportunities, which led to ~\$54m incremental P&L in '15 and \$60m in '16.
- Transformed pricing towards personalized offer recommendations, leading to customized residential pricing and ~25% reduction in costs to serve selected customer segments.

Professional Experience, Cont'd

Head of US Retail Gas Pricing and Supply (01/2013 – 06/2014)

Turned around C&I gas business into one of the fastest growing areas (35% YoY operating profit increase). Capitalized on superior asset management, origination and supply capabilities to identify advantaged supply opportunities and significantly improve retail business competitiveness.

- Responsible for Direct Energy's C&I and residential gas portfolio with over 70 Bcf/yr of load, 0.5 Bcf/day of transportation and 29+ Bcf of storage assets. Lead a team of 14 professionals with functional responsibility for Pricing & Analytics, Cash Month Operations, and Forward Book management.
- Captured ~\$30m of gas optimization profits in 2013.
- Led successful integration effort for \$1b acquisition of Hess Energy Marketing, focusing on flagship gas business which transformed Direct Energy into the leading gas retailer.

Director, North American Market Risk (2011-2012), Head of Midstream and Trading Finance (2010-2011)

Led 20+ people Market Risk team across US and Canada, responsible for Direct's upstream portfolio – power/gas trading, retail supply, upstream gas production and power generation.

- Built top-tier market risk team that enabled 8x P&L growth through spec trading
- Supported major strategic decisions – M&A, asset disposals, capital deployment optimization
- Delivered 3-day personal leadership training across US and Canada to 100+ employees

ERNST & YOUNG LLP, ENERGY ADVISORY SERVICES, HOUSTON, TX **01/2005 TO 03/2010**

Senior Manager (2008 – 2010), Manager (2005 – 2008), Senior Consultant (2005)

Managed management consulting projects for clients in the energy sector focused on strategy, risk management and transformation initiatives encompassing process, technology and people.

Clients: E.ON (Germany, Italy), Credit Suisse (New York), Goldman Sachs (New York), Barclays Capital (London), Morgan Stanley (London), JP Morgan (Houston), BNP Paribas (New York), Spark Energy (Houston), Ameren (St. Louis), Bunge (Zurich, Buenos Aires), Shell (Houston), BP (Houston)

- Led new client acquisition activities, directly resulting in more than \$10m of direct service line revenue.
- Development of risk management processes and methodology. Developed P&L explain capabilities, reserves valuation, structured trade reviews, FX, price validation methodology, sensitivity/stress testing.
- Led review of the global \$100m+ CTRM program for a global commodity company.
- Led integration project focused on acquisition of South-European power generation assets by the largest European utility.

JP MORGAN CHASE & CO., HOUSTON, TX / NEW YORK, NY **04/2002 TO 12/2004**

Investment Bank Associate – Equities and Derivatives Technology

Designed and developed Computerized Algorithmic Trading platform. System was featured in Wall Street Journal and Technology magazine.

- Developed VWAP (a standard industry benchmark) execution algorithm that was capable of carrying out over 300,000 orders a day, outperforming VWAP within 2 cents per order on average.

Professional Experience, Cont'd

EL PASO ENERGY, HOUSTON, TX

01/2001 TO 04/2002

Senior IT Analyst – El Paso Merchant Energy

Managed enterprise application integration projects for energy trading division.

EDUCATION

MBA, University of Houston, Major in Finance, Dean's Award for Academic Excellence (2005)

BBA, University of Houston (2001)

ADDITIONAL INFORMATION

Awards Direct Energy Leadership Award (each year between 2011 and 2017); Ernst & Young's Ovation Award (2008, 2006); JPMorgan Service Star Award in recognition of outstanding leadership (2004)

Other Extensive international experience; lived and worked on three continents, 6 countries

EXHIBIT 5
SUMMARY OF TECHNICAL FITNESS

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Rhythm Retail, LLC

SUMMARY OF TECHNICAL AND MANAGERIAL FITNESS

Rhythm Retail, LLC (“Rhythm”) is a limited liability company formed under the laws of the State of Delaware and headquartered in Houston, TX. Rhythm is wholly owned and controlled by Rhythm Holdings, LP (“Holdings”). Holdings also owns Rhythm Ops, LLC d/b/a Rhythm, which has been a retail energy supplier in the state of Texas since 2020.

Rhythm Ops, LLC currently provides retail electricity supply service to approximately 85,000 residential customers in the state of Texas. As a sister company to Rhythm Ops, LLC, Rhythm will have direct access to and the ability to leverage Holding’s resources and expertise in the retail energy business.

Summary of Key Personnel

Predrag Popovic Co-Founder and CEO

24 Greenway Plaza. Suite 610,
Houston, TX 77046
pj@gotorythm.com
713-291-6959

Mr. Popovic co-founded Rhythm in 2020 and has served as its CEO since inception. He is responsible for the overall management of the company and has been a member of the Board of Managers since inception. Mr. Popovic has built-out a top-tier management team to launch which launched Rhythm in Texas and which has overseen its growth to approximately 85,000 customers. Prior to forming Rhythm, Mr. Popovic was the VP and General Manager for the US Retail Division of Centrica PLC and Direct Energy. Mr. Popovic holds a BBA and an MBA from the University of Houston and his full resume is attached hereto.

Kosta Zujic Head of Commercialization and Management Partner

24 Greenway Plaza. Suite 610,
Houston, TX 77046
kosta.zujic@gotrhythm.com
713-305-1231

Mr. Zujic is the Head of Commercialization and Management Partner. In this role he is responsible for pricing, customer care, operations, data science/engineering and portfolio management. Prior to joining Rhythm, Mr. Zujic was the Commercial Director and General Manager -US Energy for Direct Energy, and prior to that he was Director of Innovation and Competitive Intelligence for NRG Energy. He holds an MBA from Rice University and a Law Degree from the University of London, and BBA and his full resume is attached hereto.

Roozbeh Amirazodi Head of Portfolio Management

24 Greenway Plaza. Suite 610,
Houston, TX 77046
r.amirazodi@gotorythym.com
832-273-0728

Mr. Amirazodi is the Head of Portfolio Management for Rhythm. In this role he established the company's energy supply/hedging, renewables, pricing, and forecasting functions, contributing to the growth of the company concept to a top renewable energy provider in ERCOT with 1 TWh/year of weather sensitive load. He is responsible for mitigating price and volumetric risks and optimizing load P&L utilizing physical, financial, and weather products. He oversees the procurement of term energy supplies and RECs to hedge risk exposures at load zones. Prior to Rhythm, he was Director of Commodity Portfolio Management and Analytics for Direct Energy. He holds a degree in Civil Engineering from Reyson University and an MBA in Finance from Wilfrid Laurier University and his full resume is attached hereto.

Jennifer Schmitt
Senior Director, Operations and Customer Care
24 Greenway Plaza. Suite 610,
Houston, TX 77046
schmittjenniferc@gmail.com
281-961-8096

In her role as Senior Director of Operations and Customer Care, Ms. Schmitt leads the company's residential and commercial enrollments, transactions, billing, collections, complaints, and customer care. She manages all vendor partnerships and contract negotiations. She is a member of the ERCOT Technical Advisory Committee, Retail Market Subcommittee, and Reliability and Operations Subcommittee. Prior to her work at Rhythm she was the Director of Operations for AP Gas & Electric, and previously held positions at Direct Energy and Champion Energy. She holds a B.A. from Ohio Wesleyan University, and full copy of her resume is attached.

Target Customer Base and Product Offering

Rhythm will be offering fixed and variable priced electricity products to residential and small commercial customers.

Sales and Marketing Oversight

Rhythm's affiliate Rhythm Ops, LLC has successfully acquired over 80,000 customers in Texas, and is led by an experienced management team that prioritizes the customer experience and quality sales. Rhythm will use both in-house staff and third-party sales companies to solicit customers.

All agents communicating with customers regarding possible enrollment will be trained on the following subjects as required by 52 Pa. Code § 111:

(1) State and Federal laws and regulations that govern marketing, telemarketing, consumer protection and door-to-door sales, including consumer protection regulations in Chapters 54 and 62 (relating to electricity generation customer choice; and natural gas supply customer choice), applicable provisions in Chapters 56, 57 and 59 (relating to standards and billing practices for residential utility service; electric service; and gas service) and the act.

(2) Responsible and ethical sales practices

(3) Rhythm's products and services.

(4) Rhythm's rates, rate structures and payment options.

(5) The customer's right to rescind and cancel contracts.

(6) The applicability of an early termination fee for contract cancellation

(7) The necessity of adhering to the script and knowledge of the contents of the script if one is used.

(8) The proper completion of transaction documents.

(9) Rhythm's disclosure statement.

(10) Terms and definitions related to energy supply, transmission and distribution service as found in the dictionary of utility terms

(11) Information about how customers may contact Rhythm to obtain information about billing, disputes, and complaints.

(12) The confidentiality and protection of customer information and § § 54.43(d) and 62.114 (relating to standards of conduct and disclosure for licensees).

To the extent that Rhythm uses any outside sales vendors for sales to residential or small commercial customers, it will screen the vendors to ensure that only experienced vendors market on behalf of the company. Any sales vendor hired will be required to confirm its ability to comply with the Pennsylvania-specific agent training and oversight requirements outlined above. All vendors will be monitored for sales compliance, and Rhythm will develop a quality assurance monitoring program to contact a significant sample of all new mass market customers. Vendors who demonstrate an inability to adhere to Rhythm's standards and/or the Commission's regulations will be immediately terminated.

For any contracts with residential or small commercial customers based on sales performed by an agent, Rhythm will also utilize a separate digital or telephonic verification process as required by 52 Pa. Code 111.7.

Customer Service

Rhythm will have dedicated in-house customer care service led by experienced

supervisor to help customers answer any questions related to contracts, invoices and making payments. This service will be available to Rhythm customers Mon – Fri between 8 am – 8pm, and weekends 9 am to 3 pm.

All customer disputes and/or complaints will be promptly investigated and the results of the investigation will be communicated to the customers. A proposed resolution will be provided and communications will continue until the customer's satisfaction is confirmed if possible.

For complaints filed with a state commission, the same investigation process is followed, and a formal response is prepared and submitted to the Commission to provide the results of our investigation and the attempts to satisfy the customer's concerns.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

EXHIBIT 6

DISCLOSURE STATEMENT

Pennsylvania Fixed Price Electricity Supply Contract Summary

VALID FROM ___ TO ___

Electric Generation Supplier Information	<p>Rhythm Retail, LLC 24 Greenway Plaza, Suite 610, Houston, TX 77046 Phone: 888-774-9846 Website: www.gotrhythm.com PUC License No.: _____</p> <p>You have chosen Rhythm Retail, LLC ("Rhythm") as your electric generation supplier. Rhythm is not affiliated with your Electric Distribution Company ("EDC"). Rhythm is responsible for the electricity generation charges on your bills. These charges will appear on your EDC bills separate and apart from your EDC's distribution charges for delivering your electricity</p>
Price Structure	This is a Fixed Price Contract
Generation/Supply Price	Your initial term price under this fixed rate Agreement is ___ ¢/per kWh effective for (12) twelve billing cycles.
Statement Regarding Savings	There are no guaranteed savings.
Deposit Requirements	None
Incentives	
Contract Start Date	This agreement will begin on the date set by your electric distribution company (EDC)
Contract Duration/Length	12 billing cycles
Cancellation/Early Termination Fees	If Customer terminates this Agreement prior to the expiration of the Initial Term or any Renewal Term, an early termination fee of \$10 (ten dollars) will charged for each whole month remaining in the Contract Term.
End of Contract	If you have a fixed duration contract that will be ending, or whenever Rhythm wants to change the contract, you will receive two separate notices before the contract ends or the changes happen. You will receive the first notice 45-60 days before, and the second notice 30 days before the expiration date or the date the change becomes effective. These notices will explain your options.
Right of Rescission	You may cancel this Agreement at any time before midnight of the third business day after receiving this disclosure statement by contacting Rhythm by phone at 1-888-774-9846 or by email at support@gotrhythm.com .

**CUSTOMER DISCLOSURE STATEMENT AND
AGREEMENT TO PURCHASE ELECTRICITY
RHYTHM RETAIL, LLC
PENNSYLVANIA FIXED PRICE TERMS OF SERVICE**

Rhythm Retail, LLC. ("Rhythm") is an Electric Generation Supplier licensed by the Pennsylvania Public Utility Commission ("PUC") to offer and supply electricity to customers in the Commonwealth of Pennsylvania (License No. _____). Customer understands that Rhythm is not affiliated with or representing the Electric Distribution Company ("EDC") or the PUC.

Rhythm sets the generation prices and charges that you pay. The Public Utility Commission regulates distribution prices and services. The Federal Energy Regulatory Commission regulates transmission prices and services.

You will receive a single bill that contains the EDC's charges and Rhythm's charges for electricity supply. Your EDC will continue to provide all emergency repairs and services. Rhythm will supply all the electricity that the Customer needs for its home or business ("Supply Service").

Definitions - Generation Charges: The charge for producing electricity. Generation service is competitively priced and is not regulated by the Public Utility Commission. If you purchase electricity from an electric supplier, your generation charge will depend on the contract between you and your supplier. **Transmission Charges:** The cost for transporting electricity from the generation source to your electric distribution company. For most electric customers who select a new supplier, transmission costs will be included in the charges from your new supplier. The Federal Energy Regulatory Commission regulates retail transmission prices and services. This charge will vary with your source of supply. **Non-Basic Charges:** Not Applicable to Rhythm.

- 1. Term of Service:** These Terms of Service, together with your Third-Party Verification ("TPV") and/or Customer Application, and your Contract Summary, constitute the agreement ("Agreement") between Rhythm and the customer ("you" or "Customer").
- 2. Agreement to Purchase Electricity:** This agreement serves as the agreement for electricity supply to be provided to you by Rhythm. Subject to Rhythm's acceptance of this Agreement and enrollment by your EDC you agree to become a Rhythm customer and appoint Rhythm as your limited agent to perform the necessary tasks associated with your supply service and fulfill the terms of this agreement. Rhythm agrees to sell and deliver to you, and you agree to purchase and accept, the quantity of electricity delivered to you, as measured or estimated by your EDC, all in accordance with the prices and other terms and conditions set forth in this agreement. Your electricity will be delivered to you by your EDC. Customer warrants that he/she is the account holder and/or fully authorized to enter into this Agreement for the electricity account(s) specified and confirmed in the contract summary.
- 3. Right of Rescission:** You may cancel this Agreement at any time before midnight of the third business day after receiving this disclosure statement by contacting Rhythm by phone at 1-888-774-9846 or by email at support@gotrhythm.com.
- 4. Price and Billing:** This is a fixed price agreement. The fixed price that you will pay for electricity supply during the Initial Term of this Agreement is set forth on your Contract Summary. The prices will be effective starting with your first date of service with Rhythm

and will remain fixed for the Initial Term of this Agreement. The price for electricity generation supply may be higher or lower than the EDC's price in any particular month. Your price includes estimated total state taxes, but excludes Pennsylvania sales tax, if applicable. Rhythm will calculate your supply charges for each billing period by multiplying (i) the price of electricity per kWh by (ii) the amount of electricity used during the billing period. This Agreement does not include your EDC's service and delivery charges.

5. **Contract Length and Renewal:** Rhythm will begin providing your electricity generation beginning on the date set by your EDC. Your Agreement shall continue for the period set forth on the attached Contract Summary (the "Initial Term"). If you have a fixed duration contract that will be ending, or whenever Rhythm wants to change the contract, you will receive two separate notices before the contract ends or the changes happen. You will receive the first notice 45-60 days before, and the second notice 30 days before the expiration date or the date the changes become effective. These notifications will explain your options.

6. **Renewable Energy Plan:** If you are selecting our Renewable Energy Plan pursuant to this Agreement, you are agreeing to purchase from Rhythm a product that is supported 100% by renewable energy credits ("RECs"), in an amount sufficient to match your annual consumption from your EDC, in addition to the mandatory renewable portfolio standard requirements, during the term of this agreement. The availability of electric generation facilities varies hour to hour, and from season to season, as does electricity use by customers. Rhythm, may take up to three (3) months following the close of a calendar year to make up any deficiency in the volume of renewable energy certificates needed from particular generation facilities associated with your Renewable Energy Plan.

7. **Termination by Customer:** Customer may terminate this Agreement at any time by contacting Rhythm. **If Customer terminates this Agreement prior to the expiration of the Initial Term or any Renewal Term, an early termination fee of \$10 (ten dollars) will be charged for each whole month remaining in the Contract Term.** An early termination fee will not apply if you terminate this Agreement because you relocate outside of the Utility's service territory or to an area where Rhythm charges a different price. An early termination fee will not apply if you terminate this Agreement after the second notice is issued prior to the expiration of the Contract Term. If you terminate this Agreement, you will be returned to the EDC's default service unless you choose another retail supplier. The termination date will be determined as set forth in the EDC's tariff and applicable law. You will be obligated to pay for electricity and related services provided pursuant to this Agreement prior to the date that such termination becomes effective. If you terminate this Agreement by enrolling with a different retail supplier or returning to default service, Rhythm will not be liable for any switching time delays and you will be obligated to make payment for services under this Agreement until termination of services from Rhythm.

8. **Termination by Rhythm:** Rhythm reserves the right to terminate this Agreement for any reason upon by providing written notice to the Customer at the address provided. Common reasons for Rhythm to cancel this agreement would include: **Non-Payment** – If your electricity service is terminated by your EDC, then this agreement is cancelled on the date that your electric service is terminated. You will owe us for amounts unpaid for our charges for electricity generation service up to the date of termination. **Customer Move** – If the customer moves from the address listed above, this agreement is cancelled. If we cancel this agreement for any reason other than for customer non-payment, we will follow applicable rules in providing notice to you. **Company-Initiated Cancellation** –

If we cancel this agreement for any reason other than for customer non-payment, we will follow applicable rules in providing notice to you. **Customer-Initiated Cancellation** – If you cancel this agreement before the end of the Initial Term, you will owe us for amounts unpaid up to the date of cancellation and we will charge the early cancellation fee mentioned above. You will be obligated to pay for the electricity and related services provided pursuant to this Agreement prior to the date that such termination becomes effective. If Rhythm terminates this Agreement early, you will be returned to your Utility's default service unless you choose another retail supplier, without penalty.

9. **Billing & Payment:** Your EDC will send you a consolidated bill for each Billing Cycle that will include your EDC's distribution charges, Rhythm's electricity supply charges, any other charges incurred in accordance with the EDC's billing and payment terms. The amount of electricity used will be measured or estimated by the EDC. Depending on the date of the meter read, your bill may be prorated. You will make all payment directly to the EDC, and your payment will be due to the EDC by the date specified in the EDC bill. Any unpaid amounts may be subject to late payment charges.
10. **Assignment:** Rhythm may assign this Agreement to another electric generation supplier without your consent, and prior to any contract assignment, Rhythm will provide you with notice that includes the name and contact number of the new supplier, the estimated month and year that the assignment is expected to occur, and confirmation that the contract terms and conditions will remain unchanged. Rhythm may assign this Agreement or your account in connection with any financing, or to anyone succeeding to all or substantially all of Rhythm's assets. You may assign this Agreement only with Rhythm's prior written consent.
11. **Disputes:** Please contact us if you have specific comments, questions, complaints bill questions or if you feel your bill is incorrect, by calling a Rhythm Customer Care Representative or email support@gotrhythm.com. Rhythm will attempt to resolve any disagreement or complaint you may have. If you are not satisfied after discussing your terms with us you may contact the Public Utility Commission (PUC) by phone at: 1-800-692-7380 or in writing at 400 North St., Harrisburg, PA 17120.
12. **Waiver of Jury Trial.** TO THE FULLEST EXTENT PERMITTED BY LAW, ANY DISPUTE ARISING OUT OF OR RELATING TO THIS AGREEMENT, INCLUDING CLAIMS ARISING IN CONTRACT, TORT, STATUTORY OR OTHERWISE, SHALL BE SETTLED EXCLUSIVELY AND FINALLY BY ARBITRATION IN ACCORDANCE WITH THE RULES AND PROCEDURES OF THE AMERICAN ARBITRATION ASSOCIATION. ANY ARBITRATION PROCEEDING HEREUNDER SHALL BE CONDUCTED EXCLUSIVELY IN PENNSYLVANIA. NEITHER PARTY MAY ALTER, AMEND, OR OTHERWISE CHANGE THE BINDING OBLIGATION TO ARBITRATE DISPUTES SET FORTH IN THIS PROVISION WITHOUT THE EXPRESS CONSENT OF THE OTHER PARTY. BY ENTERING INTO THIS AGREEMENT, CUSTOMER AGREES TO BINDING ARBITRATION AND WILL NOT PURSUE ANY FURTHER ACTION IN A COURT OF LAW. CUSTOMER WILL NOT HAVE THE RIGHT TO PARTICIPATE IN A REPRESENTATIVE CAPACITY OR AS A MEMBER OF ANY CLASS OF CLAIMANTS PERTAINING TO ANY CLAIM SUBJECT TO ARBITRATION.
13. **Force Majeure:** Rhythm will make commercially reasonable efforts to provide your electric service, but does not guarantee a continuous supply of electricity. Certain causes and

events out of Rhythm's reasonable control may result in interruptions of service. Rhythm will not be liable for any such interruptions or any other failure to perform under this Agreement caused by a Force Majeure Event. Rhythm is not responsible for transmitting or distributing electricity. Therefore, you agree that Rhythm not limited to. Acts of God, changes in law, rules, or regulations or other acts of any governmental authority (including the Commission of PJM as applicable), accidents, strikes, labor troubles, required maintenance work, inability to access the local distribution utility system, nonperformance by the EDC or any other cause beyond Rhythm's reasonable control.

14. Information Release: You authorize Rhythm to obtain information from the EDC related to the account including without limitation account name, account number, billing address, service address, telephone number, service type, historical electricity usage, rate classification, meter readings, characteristics of electricity supply, and billing and payment information. These authorizations will remain in effect as long as the Agreement is in effect. You may rescind these authorizations at any time by either calling or providing written notice to Rhythm at contact information provided. Rhythm will maintain the confidentiality of the customer's personal information including name, address, phone number, usage, and payment history as required by applicable PUC regulations and Federal and State law, and will not release the customer's private confidential information to a third party without the customer's express consent.

15. Limitations of Liabilities: LIABILITIES NOT EXCUSED BY REASON OF FORCE MAJEURE OR OTHERWISE SHALL BE LIMITED TO DIRECT ACTUAL DAMAGES. RHYTHM WILL NOT BE LIABLE TO YOU OR ANY THIRD PARTY FOR CONSEQUENTIAL, INCIDENTAL, PUNITIVE, EXEMPLARY OR INDIRECT DAMAGES. RYTHM IS NOT LIABLE FOR INTERRUPTIONS TO, OR SHORTAGES OF, ELECTRICITY SUPPLY, NOT ANY ASSOCIATED LOSS OR DAMAGE RESULTING THEREFROM. THESE LIMITATIONS APPLY WITHOUT REGARD TO THE CAUSE OF ANY LIABILITY OR DAMAGE. THERE ARE NO THRID-PARTY BENEFICIARIES TO THIS AGREEMENT. RHYTHM MAKES NO REPRESENTATIONS OR WARRANTIES OTHER THAN THOSE EXPRESSLY SET FORTH IN THIS AGREEMENT. RHYTHM EXPRESIVLY DISCLAIMS ALL OTHER WARRANTIES, EXPRESS OR IMPLIED, INCLUDING WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

16. Contact Information:

Supplier Information: You may contact Rhythm in one of the following ways: (a) call 1-888-774-9846 or Monday through Friday 8:00 a.m. to 8:00 p.m. EST and Saturday 9:00 a.m. to 3:00 p.m. EST (contact center hours subject to change without notice); or (b) write to Rhythm at 24 Greenway Plaza, Suite 610, Houston, TX 77046 (be sure to include your account number(s)). (c) You may email Rhythm at support@gotrhythm.com.

Public Utility Commission: 400 North Street, Harrisburg, PA 17120, Phone: 1-800-692-7380. Information about shopping for an electric supplier is available at www.PaPowerSwitch.com, or other successor media platform as determined by the Commission, by calling the Commission at 800-692-7380, and the Office of Consumer Advocate at 800-6560 or www.oca.state.pa.us.

17. Taxes: Except as otherwise provided in this Agreement or required by law, all taxes of whatsoever kind, nature and description, due and payable with respect to your

performance of your obligations under this Agreement, will be paid by you. Any tax levied against Rhythm by any governmental entity that must be paid by Rhythm, exclusive of Rhythm's income tax or taxes levied on Rhythm's real or personal property, shall be passed through to and paid by you. You must provide Rhythm with any applicable exemption certificates.

18. Regulatory Changes. This Agreement is subject to present and future legislation, orders, rules, regulations or decisions of a duly constituted governmental authority having jurisdiction over this Agreement or the services to be provided hereunder. If at some future date there is a change in any law, rule, regulation, tariff, or regulatory structure ("Regulatory Change") which impacts any term, condition or provision of this Agreement including, but not limited to price, Rhythm shall have the right to modify this Agreement to reflect such Regulatory Change by providing written notice of such modification to the Customer in accordance with this Agreement.

19. Miscellaneous: This agreement shall be governed by and construed in accordance with the laws of the State of Pennsylvania, without regard for the conflicts of law provisions thereof. The Agreement shall be considered the entire agreement between the Parties, superseding all verbal and written understandings. This Agreement shall only be amended in a writing signed by both parties or in accordance with the Renewal process identified herein. The individual undertaking the enrollment process on your behalf warrants that he or she is authorized to (a) enter into this Agreement on Customer's behalf, (b) make decisions with respect to the Accounts, and (c) enroll with and change the Accounts' electricity supplier to Rhythm. You should contact the EDC in the event of an electric emergency. Future correspondence may be sent by Rhythm to you via first class mail, postcard, SMS/text messaging, and/or electronic mail. This Agreement is binding upon you and Rhythm, and will further bind each of your successors and permitted assigns.

EXHIBIT 7
Proofs of Publication

RECEIVED

MAY 4 2023

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

Tercsa Schultz
Stevens & Lee
17 N Second St 16th Floor
Harrisburg PA 17101

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:

03/31/2023

Sworn to and subscribed before on 03/31/2023

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of Rhythm Retail, LLC For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

Rhythm Retail, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a generator and supplier of electric power engaged in the business of supplying electricity. Rhythm Retail, LLC proposes to sell electricity and related services in the service territories of Citizens' Electric Company, Duquesne Light Company, Metropolitan Edison Company, PECO Energy Company, Pennsylvania Electric Company, Pennsylvania Power Company, West Penn Power, PPL Electric Utilities, Pike County Light & Power Co., Wellsboro Electric Company, and UGI Utilities, Inc. under the provisions of the new 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 Rhythm Retail, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Rhythm Retail, LLC's attorney at the address listed below.

By and through Counsel for Rhythm Retail, LLC:

Michael Grun, Esq.
Stevens & Lee
17 N. 2nd St., 16th Fl.
Harrisburg, PA 17101
Phone (717) 255-7365
Fax (610) 988-0852

(3-8620180-NT-31)

Melissa Verbeke

Legal Clerk

Shirley Kelly

Notary, State of WI, County of Brown

9/19/25

My commission expires

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THIS IS NOT AN INVOICE!

Please do not use this form for payment remittance.

VICKY FELTY
Notary Public
State of Wisconsin



AD#: 0010609270

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 04/02/2023

Principal Clerk of the Publisher

Sworn to and subscribed before me this 3rd day of April 2023

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

Application of Rhythm Retail, LLC For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

Rhythm Retail, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a generator and supplier of electric power engaged in the business of supplying electricity. Rhythm Retail, LLC proposes to sell electricity and related services in the service territories of Citizens' Electric Company, Duquesne Light Company, Metropolitan Edison Company, PECO Energy Company, Pennsylvania Electric Company, Pennsylvania Power Company, West Penn Power, PPL Electric Utilities, Pike County Light & Power Co., Wellsboro Electric Company, and UGI Utilities, Inc. under the provisions of the new 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 Rhythm Retail, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Rhythm Retail, LLC's attorney at the address listed below.

By and through Counsel for Rhythm Retail, LLC:
Michael Grun, Esq.
Stevens & Lee
17 N. 2nd St., 16th FL
Harrisburg, PA 17101
Phone (717) 255-7365
Fax (610) 988-0852

The Philadelphia Inquirer

100 S. INDEPENDENCE MALL W, STE 600, PHILADELPHIA, PA 19108

Affidavit of Publication

On Behalf of:
STEVENS & LEE
17 North 2nd St., 18th Floor
Harrisburg, PA 17101

STATE OF PENNSYLVANIA COUNTY OF PHILADELPHIA:

Before the undersigned authority personally appeared the undersigned who, on oath represented 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 100 S. Independence Mall West, Suite 600, Philadelphia, PA 19108.
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 Legal in the issue(s) of:

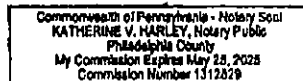
3/31/2023

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.

Katherine V. Harley

Katherine V. Harley
Notary Public

My Commission Expires:



Ad No: 132002
Customer No: 104075

COPY OF ADVERTISEMENT

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

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By and through Counsel for Rhythm Retail, LLC:

Michael Gruhn, Esq.
Stevens & Lee
17 N. 2nd St., 18th Fl.
Harrisburg, PA 17101
Phone (717) 265-7366
Fax (610) 988-0852

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 D. Rullo, 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:

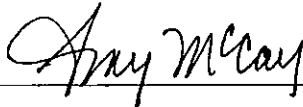
06 of April, 2023

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



PG Publishing Company

Sworn to and subscribed before me this day of:
April 6, 2023



Commonwealth of Pennsylvania - Notary Seal
Amy McCay, Notary Public
Allegheny County
My commission expires January 24, 2026
Commission number 1323004
Member, Pennsylvania Association of Notaries

STATEMENT OF ADVERTISING COSTS

Stevens & Lee PC
17 N. 2nd St., Floor 16
ATTN: Teresa A. Shultz
Harrisburg, PA 17101-1638

To PG Publishing Company

Total ----- \$464.75

Publisher's Receipt for Advertising Costs

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

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

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

By _____

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

Attorney For

**COPY OF NOTICE
OR PUBLICATION**

**PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE**

Application of **Rhythm Retail, LLC** For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

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By and through Counsel for
Rhythm Retail, LLC:
Michael Grull, Esq.
Stevens & Lee
17 N. 2nd St., 16th Fl.
Harrisburg, PA 17101
Phone (717) 255-7365
Fax (610) 988-0852

**WILLIAMSPORT SUN-GAZETTE
PROOF OF PUBLICATION**

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

Robert O. Ridley, Jr., Publisher of the Williamsport Sun-Gazette LLC publishers 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.:

7 Apr. 2023

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

Robert O. Ridley, Jr.
SUN-GAZETTE LLC

Sworn to and subscribed before me

The 7th day of April, 2023

Lisa Schropp
Notary Public

Commonwealth of Pennsylvania - Notary Seal
LISA SCHROPP - Notary Public
Clinton County
My Commission Expires February 15, 2025
Commission Number 1376940

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE

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By and through Counsel for Rhythm Retail, LLC:
Michael Gruhn, Esq.
Stevens & Lee
17 N. 2 nd St., 16 th Fl.
Harrisburg, PA 17101
Phone (717) 266-7365
Fax (610) 988-0852

COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

PENNSYLVANIA
 PUBLIC UTILITY COMMISSION
 NOTICE

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By and through Counsel for Rhythm Retail, LLC:
 Michael Gruin, Esq.
 Stevens & Lee
 17 N. 2nd St., 16th Fl., Harrisburg, PA 17101
 Phone (717) 255-7385
 Fax (610) 688-0852

published that the ar of The Joh in the subj of said pub

of Cambria, and Commonwealth of Pennsylvania and matter published in said publication in the regular issues on March 31, 2023; and that the Affiant is not interested hat all of the allegations as to time, place and character

Christine Marhefka

On this 31st day of March A.D. 2023, 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,

STATEMENT OF ADVERTISING COSTS

Signed and sworn to before me on 31st day of March, 2023, by Christine Marhefka making the statement.

Juan Ohs

0.00 Lines @ \$2.70 per line	0.00
7 Inches @ \$27.00 per inch	189.00
Notary Fee	5.00
Clerical Fee	2.50
Total Cost	196.50

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 *Juan Ohs*

The Republican-Herald (Under act P.L. 877 No 160. July 9, 1976)
Commonwealth of Pennsylvania, County of Schuylkill

Account # 618124
Order # 82708926
Ad Price: 343.38

LEGAL NOTICE PENNSYLVANIA

Betzaida Cajigas

Being duly sworn according to law deposes and says that (s)he is Billing clerk for The Republican-Herald, owner and publisher of The Republican-Herald, a newspaper of general circulation, established in 1884, published in the city of Pottsville, 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:

03/31/2023

Affiant further deposes and says that neither the affiant nor The Republican-Herald 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 27th day of April A.D., 2023

Kathleen Weaver
(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

LEGAL NOTICE
PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

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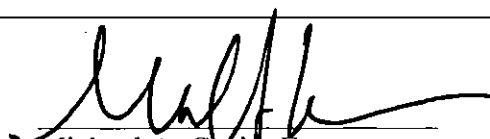
By and through Counsel for Rhythm Retail, LLC:
Michael Grun, Esq.
Stevens & Lee
17 N. 2nd St., 16th Fl.
Harrisburg, PA 17101
Phone (717) 255-7385
Fax (610) 888-0852

CERTIFICATE OF SERVICE

On this the 4th day of May, 2023 I certify that a true and correct copy of the foregoing filing has been served upon the following by First Class U.S. Mail, postage prepaid:

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 Small Business Advocate Commerce Building, Suite 202 300 North Second Street Harrisburg, PA 17101	Commonwealth of Pennsylvania Department of Revenue Bureau of Compliance PO Box 281230 Harrisburg, PA 17128-0946
Bureau of Investigation & Enforcement Pennsylvania Public Utility Commission Commonwealth Keystone Building 400 North Street, 2 West Harrisburg, PA 17120	Manager Energy Acquisition PECO Energy Company 2301 Market Street Philadelphia, PA 19101-8699
Legal Department West Penn Power d/b/a Allegheny Power 800 Cabin Hill Drive Greensburg, PA 15601-1689	PPL: Office of General Counsel Attn: Kimberly A. Klock PPL Two North Ninth Street (GENTW3) Allentown, PA 18101-1179
Regulatory Affairs Duquesne Light Company 411 Seventh Street, MD 16-4 Pittsburgh, PA 15219	Pike County Light & Power Company: Vice President – Energy Supply Corning Natural Gas Holding Corporation 330 West William Street Corning, NY 14830
Citizens' Electric Company Attn: EGS Coordination 1775 Industrial Boulevard Lewisburg, PA 17837	UGI Utilities, Inc. Attn: Rates Dept. – Choice Coordinator 2525 N. 12th Street, Suite 360 1 UGI Dr. Denver, PA 17517
Legal Department First Energy 2800 Pottsville Pike Reading PA, 19612	Wellsboro Electric Company Attn: EGS Coordination 33 Austin Street P. O. Box 138 Wellsboro, PA 16901

DATE: May 4, 2023


Michael A. Grain, Esq.

RECEIVED

MAY 4 2023

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU