

May 19, 2023

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

**RE: Electric Generation Supplier (EGS) License Application
Good Energy, LP**

To whom it may concern:

Please be advised that the confidential materials listed below will be submitted via the Secured Share Point File. The original bond along with the filing fee will be sent separately via overnight mail.

Confidential Materials:

1. Appendix I – Tax Certification
2. Partnership Agreement
3. D&B Credit Report
4. Certificate of Insurance
5. Financial Statements
6. Tax Returns

Sincerely,

Jean F. Ketchandji

Jean F. Ketchandji, CEP
Director, Pricing & Operations

Good Energy, LP | 232 Madison Avenue, Third Floor, New York, NY 10016 | www.GoodEnergy.com
P: 646.588.5777 | M: 214.490.4785 | F: 646.514.9677 | jean@goodenergy.com

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Good Energy, L.P, d/b/a Good Energy, L.P, for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) [as specified in item #4b below] to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

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

Good Energy, L.P.
232 Madison Avenue, Third Floor
New York, NY 10016
P: 212-792-0222
www.GoodEnergy.com

Email: info@goodenergy.com

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

InCorp Services, Inc.
7208 Red Top Road
Hummelstown, PA 17036
P: 800-246-2677 F: 702-866-2689

- 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.

Jean Ketchandji
Director, Pricing & Operations
232 Madison Avenue, Third Floor
New York, NY 10016
P: 646-588-5777 F: 800-903-7703 certification@goodenergy.com

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

Ken Sussmane
McCue Sussmane Zapfel Cohen P.C.
420 Lexington Avenue Suite 2250
New York, NY 10170
P: 212-931-5500 F: 212-931-5501 ksussmane@mszpc.com

- 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.

Javier Barrios
Managing Partner
232 Madison Avenue, Third Floor
New York, NY 10016
P: 212-741-3052 F: 800-903-7703
E: info@goodenergy.com

Charles de Casteja
Managing Partner
232 Madison Avenue, Third Floor
New York, NY 10016
P: 212-691-9467 F: 800-903-7703
E: info@goodenergy.com

2. BUSINESS ENTITY FILINGS AND REGISTRATION

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

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

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

OR

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. **See Attachment A(1)**
- 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. **See Attachment A(2)**
- Provide the state in which the business is organized/formed and provide a copy of the Applicant’s charter documentation. **See Attachment A(3)**
- * 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.

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.

Good Energy, L.P. does not have any affiliates doing business nor any 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.

Good Energy, L.P. 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.

Good Energy is a broker of energy commodities active in several states. In the Commonwealth of Pennsylvania, we propose to offer retail energy supply brokerage to commercial and industrial energy users, and also aggregation services to municipal and government energy users.

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.

Good Energy, L.P. proposes to actively market within the Commonwealth June 01, 2023 (approximate date).

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.

Good Energy, L.P. has not been or is currently the defendant of a criminal or civil proceeding.

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

Not applicable to Good Energy, L.P.

- 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.

Good Energy's PA license (A-2009-2132859) was previously cancelled due to its failure to maintain a bond or other financial security approved by the Commission.

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

Good Energy, L.P. is filing a new ESG license application to serve as a broker/marketer of electricity and has put in place new business controls to ensure compliance with the Public Utility Code and the lawful orders and regulations of the Commission. Such controls include and not limited to the following:

- 1. A dedicated regulatory compliance email address (certification@goodenergy.com) which will be provided to the Commission and monitored by several company employees.**
- 2. A Regulatory Compliance Manager who is solely responsible for all compliance related matters, including updating the Commission with bond renewals, annual reports, and other Commission matters.**
- 3. Good Energy has also implemented new reminders in its CRM system which will send reminders to the the Regulatory Compliance Manager and the the dedicated email inbox.**

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
Greensburg, PA 15601-1689

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

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.

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. **See Attachment B(1)**
- 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. **See Attachment B(2)**
- Audited financial statements exhibiting accounts over a minimum two year period. **See Attachment B(3)**
- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness. **See Attachment B(4)**

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.

Not applicable to Good Energy, L.P.

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

Good Energy will be compensated a volumetric fee/commission by the winning supplier/ESG provider on a monthly/quarterly/upfront basis per customer account during the term of the customer's agreement with said supplier/provider. This commission compensation structure ensures Good Energy is 100% supplier neutral. One of our core values is to bring our clients our objectivity.

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.

**Dean Prentiss
Chief Financial Officer
Good Energy, L.P.
232 Madison Avenue, Third Floor
New York, NY 10016
P: 347-479-1487 F: 800-903-7703 dean@goodenergy.com**

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.

Item 7A on the Tax Certification Statement is 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: **See Attachment C**

- 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.

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.

- 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.
Good Energy strives to use marketing vendors local to where we are performing outreach. We pay their prices, certainly no strong-arming. The Good Energy team has successfully addressed public outreach and education in very diverse populations, some of whom were non-English speaking. For example, in the City of Attleboro, MA, Good Energy produced printed marketing materials and subtitled videos for community access television in six languages (Arabic, French, Khmer, Portuguese, Spanish, and Vietnamese) to ensure we reached as many residents as possible. In addition, we've worked with minority-owned businesses when possible and always strive for universal access in our programs.
- 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 Attachment D

- 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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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 See Attachment E

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)

13. SIGNATURE

Applicant: Good Energy, L.P

By: Maximilian Hoover

Title: Manager

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: Good Energy, L.P

	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

APPLICATION AFFIDAVIT

[Commonwealth/State] of New York :

: ss.

County of New York :

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

[He/she is the Manager (Office of Affiant) of Good Energy, L.P (Name of Applicant);]

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

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

That the Applicant herein Good Energy, L.P 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 Good Energy, L.P 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.

GOOD ENERGY, L.P.

By: Good Offices Technology Partners, LLC, its General Partner

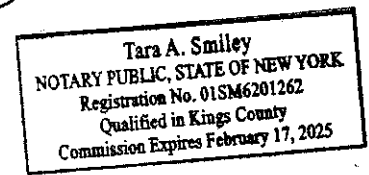
[Handwritten Signature]

Signature of Affiant

Sworn and subscribed before me this 17 day of May, 2023

[Handwritten Signature: Tara A. Smiley]
Signature of official administering oath

My commission expires 2/17/25



Appendix B

OPERATIONS AFFIDAVIT

[Commonwealth/State] of New York :

: ss.

County of New York :

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

[He/she is the Manager (Office of Affiant) of Good Energy, L.P (Name of Applicant);]

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

That Good Energy, L.P , 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 Good Energy, L.P , 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 Good Energy, L.P , 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 Good Energy, L.P., 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.


GOOD ENERGY, L.P.

By: Good Offices Technology Partners, LLC, its General Partner



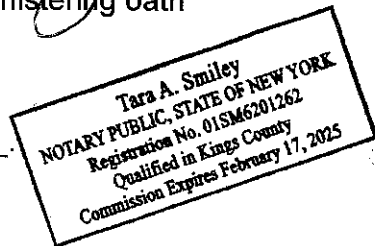
Signature of Affiant

Sworn and subscribed before me this 17 day of May, 2023.



Signature of official administering oath

My commission expires 2/17/25



APPENDIX C

CERTIFICATE OF SERVICE

On this the 18 day of May 2023, I certify that a true and correct copy of the foregoing filing and all **NON-CONFIDENTIAL** attachments have been served, as either a hardcopy or a searchable PDF version on a cd-rom, upon 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

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

Vice President – Energy Supply
Corning Natural Gas Holding Corporation
330 West William Street
Corning, NY 14830

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

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

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

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

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

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

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

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



Maximilian Hoover, Manager
GOOD ENERGY, L.P.
By: Good Offices Technology Partners, LLC,
its General Partner

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

Regarding: Good Energy Limited Partnership
Request Type: Certificate of Registration
Request No.: 014707117
Receipt No.: 504275
Filing Type: Foreign Limited Partnership
Filing Subtype: Limited Partnership
Initial Filing Date: November 19, 2009
Status: Active

Issuance Date: May 04, 2023
File No: 0003918324

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT

Good Energy Limited Partnership

is a foreign association duly registered to do business in this Commonwealth as of the issuance date herein.

I DO FURTHER CERTIFY THAT this Certificate of Registration shall not imply that all fees, taxes and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of my office to be affixed, the day and year above written.

A handwritten signature in cursive script, appearing to read "Albert Schmidt".

Albert Schmidt

Acting Secretary of the Commonwealth

Verify this certificate online at www.file.dos.pa.gov

ATTACHMENT A(2)

Maximilian Hoover
President
Good Energy, L.P.
232 Madison Ave. Third Floor
New York, NY 10016
Max@goodenergy.com
(212) 792-0222 Ext. 3007

Charles de Casteja
Managing Partner
Good Energy, L.P.
232 Madison Ave. Third Floor
New York, NY 10016
Charles@goodenergy.com
(212) 792-0222 Ext. 3106

Javier Barrios
Managing Partner
Good Energy, L.P.
232 Madison Ave. Third Floor
New York, NY 10016
javier@goodenergy.com
(212) 792-0222 Ext. 3103

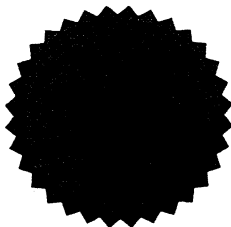
Scott Heath
Managing Partner
Good Energy, L.P.
1011 S. Broadway St. Suite 100
Carrollton, TX 75006
Scott@goodenergy.com
(972) 200-9770 Ext. 177

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "GOOD ENERGY L.P.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MARCH, A.D. 2003, AT 11:24 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3636239 8100

AUTHENTICATION: 2308853

030165038

DATE: 03-14-03

Delaware

PAGE 1

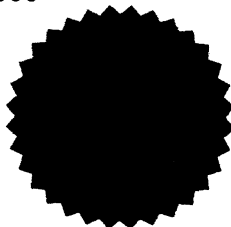
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOOD ENERGY L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

3636239 8300

030397979



AUTHENTICATION: 2476988

DATE: 06-17-03

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

**STATE OF DELAWARE
CERTIFICATE OF LIMITED PARTNERSHIP**

The Undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, do hereby certify as follows:

First: The name of the limited partnership is Good Energy L.P.

Second: The address of its registered office in the State of Delaware is 2711 Centerville Rd., Suite 400, Wilmington, DE 19808 in the city of Wilmington.
The name of the Registered Agent at such address is Corporation Service Company.

Third: The name and mailing address of each general partner is as follows:
Good Energy LLC.

In Witness Whereof, the undersigned has executed this Certificate of Limited Partnership of Good Energy L.P. as of March 11, 2003

By: Good Energy LLC, General Partner

By: 

Maximilian Hoover, Manager

8. Technical Fitness

Good Energy, LP has been in existence and active in various levels of the energy industry since before deregulation came into being in the Commonwealth of Pennsylvania. This includes Procurement for Electricity, Natural Gas, Heating Oil, Renewable Power, Lighting Management, Lighting Store: GoodMart.com, Demand Response (Energy Curtailment), Power Factor Correction, and Engineering Studies. As a result, Good Energy brings an enormous amount of experience from all areas of the energy industry, adding to the insights which guide our decision-making processes. Good Energy is active in all deregulated markets within the continental U.S. and Canada.

Good Energy's principal business interests are serving as a consultant and/or broker and/or Aggregator of electricity and/or natural gas to help our Public and Private sector clients achieve energy cost savings and maximize energy efficiencies. We are the national leader in structuring and implementing Municipal Electric Aggregation ("MEA") programs, serving more communities and residents than any consultant in the United States. With extremely strong relationships with approximately 60 different national Retail Energy Providers (REPs), Good Energy is uniquely positioned to gather intelligence, significantly strengthening our negotiating strength with these suppliers. In addition, because of the ongoing programs now administered by Good Energy in several states, including IL, NJ, RI, and MA, suppliers understand the extent of our footprint and are now far more likely to concede various contract terms and provide very competitive pricing on our bids.

Good Energy is certified by the Center of Resource Solutions as a Green-e Energy Marketer selling retail and wholesale RECs (Renewable Energy Certificates) in all states. Good Energy also received partnership status with ENERGY STAR. As the government-backed, trusted symbol for energy efficiency, ENERGY STAR was created to help consumers quickly identify products and practices that save energy and money and help the environment.

With 63 employees and offices in New York City, Dallas, TX, Edwardsville, IL, Norwalk, CT, and Jersey City, NJ, Good Energy has the breadth and experience to manage procurement for commercial/industrial energy users and large public energy aggregation programs.

Relevant Operational Experience of Principal Officers

Maximilian Hoover - President

A founding member of Good Energy, Maximilian Hoover, brokered his first retail natural gas contract in 1996 in Hilliard, Ohio. The contract was by and between One Mill Run, Limited Partnership, the owner of a 168,017 square foot Class A office property, and American Electric Power's retail gas division. Mr. Hoover brokered his first retail electricity contract in 1997 in Blue Bell, Pennsylvania. The contract was by and between 1777 Sentry Park West, LP, the owner of an office park consisting of four Class A office buildings totaling 220,516 square feet, and Exelon Corporation.

The 1996 natural gas contract and the 1997 electricity supply contract illustrate that Good Energy personnel have been involved in the retail brokerage of energy contracts in the United States for just about as long as the beginning of deregulation.

Charles de Casteja - Managing Partner

Charles de Casteja is a pioneer in writing, negotiating, and running municipal RFPs and managing aggregated loads for large-scale public sector aggregations in New Jersey, Ohio, and Illinois. He was selected to serve as the energy procurement consultant to the cities of Peoria, Pekin, and East Peoria, Illinois, as well as to the Counties of Tazewell, Peoria, Illinois, and Rockland & Orange, NY. In addition, his team currently manages an electrical aggregation in New Jersey, including 300 public schools, multiple townships, and Middlesex County, the second-largest county in the state.

Scott Heath - Managing Partner

A founding member and Managing Partner of Good Energy, Scott Heath, worked closely with government agencies, including schools, military installations, and municipal utilities in his capacity as Key Account Manager for Choctawhatchee Electric Cooperative), the *fifth largest electric cooperative* in the state of Florida and for San Antonio's City Public Service. Mr. Heath's many years of experience in this capacity shows that *Good Energy's team understands the utility-related needs of government agencies*. Prior to joining Good Energy, Mr. Heath served as Manager of Energy Marketing for Reliant Energy, where Mr. Heath spearheaded the first deregulated team in North Texas under the Solutions Division of the company.

Javier Barrios - Managing Partner

A founding member and Managing Partner of Good Energy, Javier Barrios, brokered *Suez Energy's first-ever retail electricity supply contract* in the United States. The contract was by and between Suez and a commercial properties group in New York and commenced on December 30, 2002. Good Energy had a hand in contributing to Suez Energy's success in various United States retail electric supply markets. In April of 2003, Mr. Barrios brokered a contract by and between Entergy and Teppco Partners, an oil and gas pipeline company, which was the culmination of months of work aggregating data from nearly *300 electricity accounts across Texas*. One year later, Mr. Barrios brokered another contract for Teppco in Illinois with Constellation Energy as a retail electricity provider. This is just one of Good Energy's experiences, highlighting our ability to broker complex retail energy contracts and expertise in multiple deregulated US retail energy markets.

Jurisdictions of Operations

State	License Type	Docket/License/ Certificate #:
Connecticut	Electric Aggregator	Docket No. 13-06-16
Illinois	Electric Agent, Broker/Consultant	10-0744
Maine	Aggregator/ Broker	Docket No. 2010-248
Maryland	Electric Broker	IR-1592
Massachusetts	Electric Broker & Gas Retail Agent	EB-068 RA-162
New Hampshire	Electric Aggregator	Electric: DM 12-223
New Hampshire	Gas Aggregator	Gas: DM 12-222
New Jersey	Private Aggregator/ Energy Agent/ Energy Consultant	PA-0112 EA-0181 EC-0045
Ohio	Aggregator/ Power Broker	Certificate #: 14-864E(1) Case #: 14-1350-EL-AGG
Ohio	Natural Gas Aggregator/Broker	A-2009-2132859
Rhode Island	Non-Regulated Power Producer	Docket D-96-6 (O5)
Texas	Electricity Broker	BR190544
Virginia	Electric and Natural Gas Aggregator	A-125

Business Plans for Operations within the Commonwealth of PA

Good Energy plans to offer retail energy supply consultation and brokerage services to commercial and industrial energy users in the Commonwealth of Pennsylvania. Good Energy has long experience working with commercial, industrial, and municipal clients to achieve energy cost savings goals through procurement and demand-side management. Whether the goals are budget certainty, long-term purchasing, flexibility, or demand reduction, we create solutions to fit these objectives. Good Energy has shepherded many clients through the evolution of energy products with special consideration to risk tolerance levels. We develop graphs and charts profiling current and historical energy consumption before meeting with a client and point out any anomalies outside of any usual seasonal changes. If we perceive any out-of-ordinary usage patterns during the term of our management, we immediately notify the client.

By generating competition between qualified retail electricity providers, ensuring a level playing field, keeping a careful watch on wholesale energy prices, and effectively finding and comparing the available rates and contracts, Good Energy can help Customers choose the retail energy provider or a wholesale market entry strategy and product structure most advantageous to customers. We offer an energy assessment designed to keep things simple. This assessment includes a detailed history of customers' existing energy consumption, a complete summary of the competitive supply offers, and the necessary information needed to make an informed decision, including information about the capabilities of the qualified energy providers, current market conditions, historical trends, and more.

Upon election to switch providers, we will work with customers from start to finish and ensure that the experience is a positive one for customers, although the process by no means ends with the consummation of the commodity contract. Good Energy will continue to monitor the monthly bills to ensure accuracy. We will also monitor the wholesale market to identify opportunities to issue new and improved RFPs for contract renewal or extension.

It is critical to view energy procurement differently than other types of procurement because taking advantage of significant market movements in wholesale energy supply can mean significant savings for customers. For example, while it might be good practice to issue an annual RFP at the same time each year for employee health insurance, this would not be a good idea when procuring energy due to the fact that the market will dictate the best times to issue RFPs.

Properly armed with the buying tools provided by Good Energy, the financial risk associated with commodity procurement will be mitigated. For example, if the market is unseasonably high but still yielding a price advantage over the standard offer, we might recommend a product consisting of a three-month block of energy to fix the near-term price while floating the last nine months of the contract price, with the expectation that

the market might soften between now and three months from now, permitting the later procurement of an additional block to fix the price for the latter part of the contract.

Good Energy can model scenarios for customers to assist in evaluating these complex product structures, which can minimize risk and price at the end of the final analysis. While we fully understand that many customers only want firm-fixed pricing, we want to demonstrate the myriad alternatives to them.

Good Energy currently buys energy products for many clients nationally, with our strategy based on budgetary certainty. Our plans usually include a ratio of fixed and floating strategies in order to maintain maximum flexibility. Good Energy takes an active approach when it comes to hedging. Our proprietary database-driven energy management system, “goodenergy.net,” constantly notifies our staff of changes in market conditions, which may influence current strategies. Energy cost hedging is an everyday process at Good Energy.

ENERGY PROCUREMENT: HOW IT WORKS

Good Energy will obtain the critical data for each account, including Letters of Authorization (“LOA”). Good Energy will fill out LOA forms requiring only customer review and signature.

Upon receipt of the LOAs, Good Energy will immediately request historical data from the utility and verify that the data received matches the account profile, service address, etc. The electronic format of historical usage data will be uploaded to goodenergy.net. Armed with this data, Good Energy will be ideally positioned to make intelligent recommendations with quantifiable benefits to advise customers.

We look at trends on a year-over-year basis and on an increasing/decreasing slope basis. Either way, these consumption patterns influence our final decision regarding purchasing strategies. Each month, usage data is loaded into goodenergy.net, our proprietary database from which detailed reports can be produced.

Consolidating this pricing is a critical first step to negotiating with suppliers. Armed with a clear understanding of the contents of the various offers, we are best prepared to achieve customers’ desired goals.

Good Energy participates actively with energy suppliers at every level. Goodenergy.net is used to assemble historical usage data from multiple accounts to prepare pricing requests for multiple retail electricity providers. This means that Good Energy can very quickly act on buying opportunities and RFPs.

Good Energy has contracts in place with over three dozen of the most reliable and responsible retail energy providers servicing customers within the United States, including Hess Corporation, Exelon Energy, Green Mountain Energy, SUEZ Energy Corporation, Integrys Energy, ConEdison Solutions, Constellation Energy, Nextera

Energy Services, Direct Energy, TransCanada Power, Noble Energy Solutions, Hudson Energy, etc.

more. Good Energy communicates with these retail electricity providers and other fuel oil and natural gas providers daily, and we are constantly soliciting pricing, expediting contract execution, facilitating meter readings for supplier change, handling customers' billing concerns, and performing other tasks that permit us regularly to exceed our customers' and our suppliers' expectations. Good Energy's excellent business relationships with these retail energy providers and our first-class technology solutions will enable us to handle customers' entire energy procurement process while maintaining absolute transparency and constant access to detailed electricity accounts and other information. Significantly, Good Energy's economy of scale and excellent relationships with critical retail electricity providers will benefit customers. Good Energy will be able to extract pricing proposals from these and other retail electricity providers chosen by customers *quickly* and *accurately*.

Upon contract execution, Good Energy will upload the signed contract to goodenergy.net, and the winning retail electricity provider will be asked to confirm back to Good Energy that the contract has been accepted and hedged. Good Energy will verify that original documents are circulated between the retail electricity provider and customers. Good Energy will follow up with the retail electricity provider to ensure the meters are switched on time, pursuant to the contract. Goodenergy.net has built-in features that will make it easy for Good Energy personnel to follow up with the retail electricity provider chosen to serve customers' accounts to ensure that each account has been switched on a timely basis.

OTHER SERVICES: POST-COMMODITY PURCHASING

Budgeting and Tracking

- All data collected will be input into goodenergy.net as it is received. One Good Energy point of contact will be responsible for all data entry for quality control purposes.
- We develop management reports that measure the variation between actual performance and goals.
- We create progress reports which are given to our current client base on a regular basis. Again, through www.goodenergy.net, we are able to generate variation reports, among many other reports and analyses.
- We provide analytical and quantitative support in developing tools, reports, and procedures for customer energy management processes.
- Goodenergy.net features a reporting section that will permit us to generate dynamic reports at any time showing critical energy usage data and costs, among other things.

- We provide custom reports in all areas of energy procurement to customers upon request and when we feel the support is needed to make energy decisions. We constantly develop new tools to further our analytical offerings to clients.

Track energy consumption to ensure billing accuracy.

Good Energy has access to utility data from the incumbent utility, which should size up compared to the ESCO's billed usage. Differences in calendar month usage and meter data usage are easily reconcilable. Our monthly bill reporting service makes monthly reconciliations easy.

Tracking Customer requirements to report information to energy vendors are met.

If customers have some unexpected increases or decreases in contractual usage, we will need to forewarn the energy supplier. Customers would have to keep us abreast of any changes in operations.

Due to the high volume of daily business, we conduct with each reputable supplier in the marketplace, we can ensure that customer service issues are resolved quickly and painlessly. Good Energy's active involvement ensures that customers are effectively insulated from the minutiae of day-to-day customer service follow-up and resolution headaches. Good Energy will be our customers' constant companion and liaison despite which supplier is serving them at any given time.

Perform financial and risk analysis on the fuel and energy markets.

We do calculate the risk in the energy market, especially when it comes to ESCO viability. ESCOs that go out of business can leave a purchase 100% exposed in an adverse market. Also, energy products pegged to an index can open an energy user to severe financial burdens upon events such as Hurricane Katrina. Good Energy will factor in weather forecasts, hurricane prediction models, geo-political considerations, fuel storage, energy demand changes, and more to arm customers with the tools needed to choose the appropriate hedges to mitigate risk.

Dispute Resolution Policy.

Good Energy L.P. is a broker/marketer of electricity supply contracts by placing customers with competitive service providers (“Energy Suppliers”). Good Energy does not sign contracts directly with our customers; however, we make every effort to assist our customers in resolving any disputes. Good Energy has entered a “Broker Agreement” with competitive service providers conducting business in the Commonwealth of Pennsylvania.

Good Energy provides all customers with a physical address, email (info@goodenergy.com), and toll-free telephone number (866-955-2677) for inquiries and complaints. Our contact information is noted on all communications with our clients, and we assign an account manager to all active customer accounts.

Good Energy’s customer service representatives and account managers will work on behalf of our clients to resolve complaints/disputes with the competitive service providers per their dispute resolution procedures.

Our customer service team will also direct a customer to contact the appropriate local distribution company in case of a service emergency. This instruction is provided to the customer during regular business hours.

When received, Good Energy will retain customer accounts records and complaints electronically in the company’s in-house CRM system, www.goodenergy.net. These records are maintained for no less than three years. We will provide copies of all records to a customer or the State Corporation Commission upon request.

Our account manager or customer service representative communicates directly with our customers to ensure all disputes and complaints are resolved promptly. If our representative cannot resolve the inquiry or complaint internally, he or she will contact the competitive service provider to determine responsibility for resolving the inquiry or complaint. In most cases, we can resolve and satisfy the dispute with the supplier directly on the customer’s behalf.

If our customer service representative cannot resolve a dispute to our customer’s satisfaction, it is escalated to our management team. The management team will review the details and records, interview the Good Energy representative who managed the dispute, and, if necessary, contact the customer and the energy supplier to resolve the dispute.

If our customer service team cannot resolve a dispute, we provide the customer with the toll-free telephone number and address of the State Corporation Commission. The client will then receive a follow-up phone call and email to ensure that the client’s dispute was resolved to their satisfaction, requesting an email response.

Charles C. de Casteja
420 East 57th Street 19E, New York, NY 10022
(646) 286-6746 charles@goodenergy.com

EDUCATION

GEORGE WASHINGTON UNIVERSITY, Elliot School of International Affairs **Washington, DC**
Bachelor of Arts, East Asian Studies *May 1995*
• Minor in Chinese language and Terrorism Studies

EXPERIENCE

GOOD ENERGY, L.P. **New York**
Managing Director *January 2003 -*

- Manage a 300m kWh, annual, County & Public School Aggregation in New Jersey
- Successfully wrote and negotiated a Municipal RFP for the Cities of Peoria, East Peoria, and Pekin Illinois culminating in the purchase of over 300m kWh of electricity.
- Contracted energy commodity deals in 13 US States with over 25 independent power companies.
- Managed sales team and took lead into newly deregulated electricity markets.
- Sold lighting retrofit projects to Malverne School District in Long Island

GOOD OFFICES TECHNOLOGY PARTNERS

New York, NY
Sales Manager *June 2002 –December 2002*

- Advised New York real estate portfolios on the merits of wholesale purchasing of power
- Consulted for several Detroit area businesses regarding energy savings in Detroit Edison.
- Raised second round equity for the company.

POTEN & PARTNERS

Guest Analyst– Liquefied Petroleum Gas Division **New York, NY**
December 1998 *February 1998-*

- Wrote “The Rise of LPG seaborne trade in China and the Southeast Asia”.
- Edited LNG/LPG Shipping report “LPG in Worldwide Maritime Markets”.

PACIFIC BASIN BULK SHIPPING LTD.

Kong **Hong**
Shipping Analyst *May*
1995- August 2000

- Raised private equity for the purchase of newbuilding dry cargo and tanker vessels.
- Brokered dry cargo ships throughout the world often travelling to secure the business.
- Monitored fleet expenses from our Hong Kong and Kuala Lumpur offices.

UNITED STATES MARINE CORPS RESERVE

Jacksonville, NC
Corporal, Reconnaissance *October 1989 - January 1994*
• Awarded *Combat Action Ribbon* for service in Operations Desert Shield and Storm.

SKILLS/INTERESTS

Technology: Proficient with MS Office,
Languages: Fluent French, conversational Spanish
Interests: Court Tennis, Golf, Hunting, Wine
Volunteer: Serve on Board of Directors of the United States Court Tennis Preservation Foundation

Maximilian Hoover
179 E. 79th St. Apt 14AB
New York, NY 10016

Education:

Bachelors Degree from Georgetown University, College of Arts and Sciences
Double Major in English Literature and German
Graduated 1995

Professional:

1995 – 2000: BGK Properties, Vice President, Asset Management: Asset Manager of commercial office properties. Oversaw all aspects of leasing, management and financial performance of multiple Class A and Class B office properties throughout the United States and Canada. Performed due diligence on new acquisitions. Implemented energy savings measures including lighting retrofits, controls upgrades and a large scale cogeneration project in a class A downtown Baltimore landmark office building.

In 1996 Mr. Hoover negotiated his first retail energy procurement contract for a class A office property in Hilliard, Ohio, called One Mill Run. The contract provided a fixed rate for natural gas, budget certainty and 35% energy cost savings vs. the previous budget year.

2000 – Present: Good Energy, L.P., President: Founded Good Energy and sister companies Good Offices Technology Partners, LLC and GoodMart, LLC. Responsible for executive and day-to-day operations of the company. Oversee employees in four states, performing energy sales, brokerage, consulting and demand management services nationally.

Personal:

Mr. Hoover has deep family roots in Stark County, Ohio. Mr. Hoover's great-great grandfather founded the Hoover Company, and Mr. Hoover's great grandfather and grandfather both served as President and Chairman of the Board. Although the Hoover family has no further involvement with the Hoover Company, the legacy of that association in northern Ohio continues to this day through the charitable activities of the Hoover Foundation, www.hwhfoundation.org, which has a meaningful impact in the lives of Ohio residents with needs or projects associated with the community, education or the environment. The Hoover Foundation is operated by Mr. Hoovers aunt Elizabeth (Lacey) Hoover.

JAVIER LEONARDO BARRIOS

185 MILL RIVER • OYSTER BAY, NY 11771

PHONE 212.792.0222 • MOBILE 347.200.2604 • E-MAIL JAVIER@GOODENERGY.COM

PROFESSIONAL EXPERIENCE

2001 - present Good Energy, LP New York, NY

Managing Partner

A founding member and Managing Partner of Good Energy LP, Mr. Barrios developed contractual relationships with over 30 independent power suppliers, natural gas providers and renewable energy providers. Oversight and involvement of all facets of operations, financial and business of the firm's commodity groups and divisions.

- Structured ***Suez Energy's first ever retail electricity supply contract*** in the United States. The contract was by and between Suez, and a commercial properties group in New York, and commenced on December 30, 2002.
- In April of 2003, brokered a contract by and between Entergy and Teppco Partners, an oil and gas pipeline company, which was the culmination of months of work aggregating data from nearly ***300 electricity accounts across Texas***.
- Brokered another contract for Teppco, this time in Illinois with Constellation NewEnergy as retail electricity provider.
- Elected to manage the power brokerage of a 5 MW wholesale peak natural gas generator in Connecticut for Maxim Power, a publically owned Canadian company with power plants throughout the US.
- Presently manage a total contracted load of 300 million kWh throughout several states.

1998 - 2001 Apollo Real Estate Investments New York, NY

Vice President-Business Development

Managed sales and operational staff of technology joint venture

- **Managed technology initiatives for a portfolio of over 40 million sq ft of commercial real estate.**

EDUCATION

Zichlin School of Business at Bernard Baruch College New York, NY

Bachelor of Science/International Business - Dean's List

BOARD POSITIONS

Green Schools Alliance – Co-Chair Corporate Partners Network

A nationally recognized non-profit organization based in New York City that promotes energy conservation and environmental awareness and responsibility through students attending private and public schools K through 12.

Dean B Prentiss, CPA

660 Veterans Highway, Apt. 1E Hauppauge, NY 11788 (631) 471-2484 dbp116@aol.com

An achievement oriented business professional with diversified experience as a Chief Financial Officer and Corporate Controller. Strong financial, PC skills, excellent multi-tasking and organizational aptitude. Extensive experience in e-commerce, bank relations/financing, taxes (income, P/R, sales, book-to-tax), cost improvement, business plan development, and budgeting. Effective communicator and problem-solver.

Good Energy, L.P.

Good Offices Technology Partners, LLC – holding company (parent) and GoodMart, LLC **2011 to Present**
Chief Financial Officer

Established the Chief Financial Officer position with a multiple-entity privately owned business. Good Energy, L.P. is an Energy Consultant. GoodMart, LLC is a Lighting & Electrical Distributor

Operations:

- Financial reporting and cost management, to include metrics development and presentation
- Organizational management and structure, interdepartmental communication and support
- Responsible for Human Resources and Payroll, to include benefits packages and interactive online systems
- Indirect supervision of 40 employees as a key executive reporting to ownership
- Secured Line-of-Credit financing
- Established perpetual inventory system, essential to the order fulfillment process, bank financing and sustained revenue growth

Technology:

- Integral in development of operating systems with in-house IT department, real-time communication with back-end accounting systems
- Accounting systems – MAS-200, HR systems – Paychex, custom HR portal, Custom ERP & CRM systems
- Extensive experience with Microsoft office tools (spreadsheets, Word docs, etc.), troubleshooting

Action Envelope & Printing Co., Inc. Lindenhurst, NY **2006-2010**

Corporate Controller

Established the Controller position with a 12 million dollar privately owned e-commerce business. Primary business is the sale of envelopes, to include both print manufactured and plain.

Operations:

- Established perpetual inventory system & maintenance through cycle counts, essential to the order fulfillment process and sustained revenue growth
- Financial reporting and cost management, to include metrics development and presentation
- Responsible for Human Resources and Payroll, to include benefits packages and interactive online systems
- Indirect supervision of 35 employees as the top executive reporting to ownership
- Was instrumental in the re-branding of Action Envelope to its DBA Envelopes.com after acquisition of domain name
- Organizational management and structure, interdepartmental communication and support

Technology:

- Integral in migrating all operating systems from traditional in-house network to an online environment, achieving significant savings through outside hosting of operating systems
- Accounting systems – Netsuite, HR systems – Paychex HR Online, Preview Hosted Online, Time and Labor Online
- Responsible for establishing & maintenance of functionality of the Netsuite operating system, to include report writing and metrics development and extensive interaction with the IT representatives of Netsuite
- Extensive experience in the credit card processing & PCI compliance. Interaction and coordination with the credit card gateway, processor and depository systems
- Extensive spreadsheet experience, troubleshooting

Dean B Prentiss, CPA

660 Veterans Highway, Apt. 1E Hauppauge, NY 11788 (631) 471-2484 dbp116@aol.com

U S Lighting, Inc. Islandia, NY

2002-2005

Corporate Controller

Established a start-up business in the electrical lighting industry. Helped to expand this business to 8 million per annum revenues, due primarily to patented product lines and industry contacts from the management team

Operations:

- Obtained asset-based financing to jump-start operations. This process was essential in financing both accounts receivable and equipment procurement
- Developed business plan and operational systems
- Financial reporting and cost management. Assisted CPA financial review return statements
- Organizational management and structure, interdepartmental communication and support
- Direct supervision of payroll and human resources, shop benefits packages

Technology:

- Responsible for installation of IT (Great Plains) and phone systems for start-up operation
- Cost development and maintenance of manufacturing systems.
- Bill of Materials creation and maintenance for all items of product line

Intrepid Lighting Mfg., Inc. Bohemia, NY

1996-2002

Corporate Controller

Established the controller position with this 20 million dollar electrical lighting manufacturer

- Assisted in the growth of this electrical lighting manufacturing company from 3 million to 20 million per annum in revenues
- Migrated from a multi-divisional entity, manufacturing and service, to a concentration of manufacturing only to target growth
- Obtained asset based financing to ensure sustained growth
- Financial reporting and cost management. Assisted CPA prepare financial review return statements
- Developed business plan and operational systems • Obtained asset based financing to ensure sustained growth
- Migrated operating systems to Great Plains software • Capital equipment acquisition and financing
- Instrumental in the move from a 6,000 square foot facility to a 15,000 square foot facility necessary to support growth
- Responsible for organizational structure to facilitate the growth from 20 employees to 65 employees
- Budget preparation and variance analysis. Established break-even analysis and application
- Direct supervision of payroll and human resources, shop benefits packages

Positive Promotions Flushing, NY

1993-1996

Corporate Controller

Established the controller position with this 25 million dollar printing manufacturer and direct mail organization.

Disc Graphics, Inc. Hauppauge, NY

1987-1993

Corporate Controller

Established the controller position with this printing manufacturing company. Was instrumental in the sustained growth from a 2 million per annum to 25 million per annum in revenues over a 6 ½ year period

Marks, Shron and Company Great Neck, NY

1984-1987

Staff Accountant

After joining the staff of 90 in this medium-sized public accounting firm as a junior staff account, was assigned my own clients within my first year - an unprecedented promotion at the time

- Managed a diversified list of clients, from manufacturing to non-profit to real estate, etc
- Learned and mastered the balance sheet approach to financials as stressed in public accounting, as per GAAP.
- Drafted and wrote financial statements, from compilations to reviews to certified statements
- Passed all parts of the Uniform Certified Public Accounting Examination and completed work requirements to obtain CPA license

Education

Bachelor of Science, Accounting, Magna Cum Laude June 1984 – NY Institute of Technology
Certified Public Accountant license September 1986

GARY I. FOGELMAN

Gary.Fogelman@GoodEnergy.com

Office: 212.691.8647

PROFESSIONAL SUMMARY

Experienced sales and marketing professional and account manager with expertise in electricity, renewable energy and natural gas commodity procurement, specializing in program development for large commercial and municipal aggregations.

EXPERIENCE

GOOD ENERGY, L.P. MANAGER, MASS MARKETS

2008 – present

Southeastern Regional Planning and Economic Development District (SRPEDD) in addition to 32 additional Massachusetts, New Hampshire and Rhode Island Municipal Aggregations for Residential and Commercial Retail Accounts

Selected Achievements

Working with 25 participating SRPEDD municipalities, the largest of its type in the state of Massachusetts, in addition to 32 other municipalities in Massachusetts, New Hampshire and Rhode Island. Surveyed and worked closely with municipal officials to design awareness campaigns that broadly target the communities, demonstrating that the Programs were municipally organized, in contrast to other types of retail supply campaigns. Active programs (several currently in development) now count approximately 680K participating accounts, comprising more than three billion kWh in associated load, \$775M in current estimated savings, and straddling seven different utility regions.

- Collaborate on the development of 56 marketing campaigns which include hard media, video and electronic media to target diverse group of communities, including six foreign language-predominant communities.
- Contributed to opt-out letter design.
- Established customer service support.

Good Energy Central & Southern Illinois (GEC SI) Municipal Electric Aggregation for Residential and Small Commercial Retail Accounts

Selected Achievements

Program involving a complex public referendum process and subsequent aggregation of residential and small commercial retail loads of 164 participating communities (including four northern Illinois communities behind respective utility). Program is the largest of its type in the state of Illinois, numbering more than 387,000 accounts with an annual associated load of approximately 5.5 TWh.

- Worked in conjunction with numerous municipal officials and suppliers to collect account data, create marketing initiatives, and construct general program design.
- Developed 164 marketing campaigns which included hard media, video and electronic media, billboard signage, and social media.
- Presented at numerous public meetings at all stages of program development.
- Was exclusively selected and twice provided input into utility online Government Portal design and subsequent interface with municipal representatives in order for municipal representatives to complete utility requirements, in addition to streamlining process for capturing new move-ins on a monthly basis within participating jurisdictional boundaries.
- Marketing campaign contributed to multiple renewals since program inception (2012) with near 100% municipal retention rate.
- Outsourced and trained customer service support team.

New York State, Community Choice Aggregation, Electricity and Natural Gas

Selected Achievements

Developed awareness programs under strict review and approval by the New York Public Service Commission (PSC) for 22 New York municipalities.

- 176,000 households enrolled, yielding approximately four million dollars in savings.
- Includes the town of Brookhaven, the largest town and second most populous in the State.

GARY I. FOGELMAN

- Many of the New York programs launched in tandem with the New York Municipal Energy Program (NYMEP), a joint organization between the Association of Towns of the State of New York (AOT) and the New York Conference of Mayors (NYCOM). The initiative was launched in partnership with Good Energy in order to develop and administer public aggregation programs for both power and natural gas utilizing NYMEP as a level of municipal oversight and for lead generation purposes.
- Community solar opportunities included in several of the New York programs.

New Jersey Government Energy Aggregation for Residential Accounts

Selected Achievements

Worked with seven New Jersey municipalities to design awareness campaigns for residents. Working in more politically sensitive municipalities where disparate retail offers proliferate, collaborated with municipal officials to develop a more modest approach designed to engender trust in the municipal programs, resulting in excess of 75,000 accounts being enrolled over three different utility service regions.

- Conceived and developed program websites, social media, hard media, and presented at public meetings.
- Served on executive committee for Sustainable Jersey, a nonprofit organization that provides tools, training and financial incentives to support communities as they pursue sustainability programs, in order to help develop guidelines for Renewable Government Energy Aggregation (RGEA) in the state.
- Established customer service support and worked closely with municipal representatives to address ratepayer concerns.

Cincinnati USA Regional Chamber, Northeast Cincinnati Chamber of Commerce, Clermont Chamber of Commerce, Mason Deerfield Chamber

Selected Achievements

Developed program for, and coordinated the aggregation of, approximately 600 member businesses between four chambers of commerce, with more than 1000 MWh annual usage into various buying groups behind Duke Energy, Ohio. This group represented the largest commercial aggregation in the utility service region.

- In partnership with chamber executives, created marketing campaigns targeting all levels of membership. For sales presentation purposes, educated and coached chamber executives on benefits of deregulated energy market in region.
- Initial design and management of all program-related websites, including interactive tools, regulatory updates, enrollment documents, etc. Design and administration of prospect databases used by all Good Energy program representatives in all aspects of customer relations. Served as primary point of contact for all prospects during and subsequent to initial program roll-out; continuing account management.
- Supplier/customer negotiations, conducting various detailed savings analyses using a variety of product offerings.

The Center for Local Government, Municipal Aggregation

Selected Achievements

Partnered with the Center for Local Government (CLG), a Greater Cincinnati, Ohio, non-profit with the general mission to improve information exchange and reduce costs for local member Municipalities.

- Coordinated efforts with CLG and local government administrators to develop a large aggregation of nine local municipalities for the purposes of buying electricity for commercial accounts (non-residential). Program resulted in what was likely the lowest price/kWh in the region at the time of contract execution for similar account types.
- During initial rollout, savings were estimated to be in excess of \$600K for a 13-month term; program subsequently renewed twice as a result of successes. During initial supplier RFQ process in 2010, program generated interest and subsequent participation from suppliers new to the region.

EDUCATION

American University, Washington, D.C.

BA, Criminal Justice, 1988

JEAN F. KETCHANDJI

JEANKETCH@GMAIL.COM

NEW YORK, NY

(214) 490-4785

Experienced client facing retail energy manager with expertise in all facets of electricity and natural gas commodities procurement, specializing in hedging/risk management strategies for Commercial and Industrial (C&I) clients. A proven leader with emphasis on turn around and operational management, I possess sound technical skills, analytical ability and good judgment. I focus on the ability to relate to people at all levels of an organization and enjoy mentoring staff.

PROFESSIONAL EXPERIENCE

GOOD ENERGY, L.P.

New York, NY

Director, Head of Operations

Jan 2018 – Present

Manager – Pricing & Operations

Oct 2012 – Jan 2018

- Manage and support pricing/sourcing and hedging strategies for Good Energy's client portfolio, totaling over 3 billion annual kWh under management across North America and the United Kingdom.
- Head of Market Research and Intelligence: responsible for tracking and reporting on historical and forward energy commodity settlement prices; manage and generate internal and client market reports; and research utility default service rates to support hedging strategies.
- Lead support and operations team with various responsibilities including pricing, account management, client services, revenue reporting, commission tracking & auditing, and data management.
- Responsible for obtaining & managing Aggregator/Broker/Consultant (ABC) licenses and annual report filings in all deregulated markets in collaboration with various state commissions, legislators and regulatory bodies; Public Service Commission.
- Manage and maintain contractual relationships with over 100 independent power, natural gas, and renewable energy providers in North America & Europe.
- Responsible for hiring, training and mentoring operations and pricing analysts, associates, and other support team members.
- Instrumental in the design and implementation of an in-house proprietary cloud based CRM system in collaboration with IT consultants and responsible for on-going system enhancement and training.
- Manage sales of Renewal Energy Certificates (RECs) via an online REC store and direct/indirect sales channels.

Head of Pricing, Account Management & Client Services

July 2009 – October 2012

- Coordinated the aggregation of more than 500 Member businesses between three Chambers of Commerce, with more than 100,000 MWh annual usage into multiple buying groups behind PMJ.
- Developed relationships with an emphasis on client education and served as a trusted advisor to new and existing clients with the objective of a long term mutually rewarding relationship.
- Created the national pricing desks growing team from 2 to 6 analyst, resulting in increased quality and efficiencies across all business segments.
- Researched and formulated the implementation strategy for NYC Local Law 84 and Local Law 87: including requirements gathering, developing a business case to show clear value/profit, process documentation, and developing annual project plans.

GOOD ENERGY, L.P.

Dallas, TX

Sales and Pricing Analyst

July 2008 – July 2009

- Effectively managed sales generation by creating and utilizing company marketing materials, external and internal educational sources, local resources and relationships.
- Troubleshoot and acted upon problem areas/issues in book of business; escalating to the extent necessary with emphasis on client retention and satisfaction.
- Standardized common user-support, reporting and compliance activities and transferred these ongoing responsibilities to support team member.

EDUCATION & PROFESSIONAL CERTIFICATES

UNIVERSITY OF OKLAHOMA, Norman, OK

May 2009

Michael F. Price College of Business: BBA, Energy Management & Finance

The Association of Energy Engineers (AEE) - Member

- Certified Energy Procurement Professional (CEP) – Accredited by AEE.

European Energy Centre (ECC)

- Galileo Master Certificate – Renewable Energy Market Trends and Finance.

PHILIP CARR

SUMMARY

Industry recognized expert in the development and implementation of Community Choice Aggregation programs in new and emerging markets for Good Energy, an energy consulting firm operating in all deregulated markets. Combination of energy industry, communications and military experience. British and American National.

2011 - PRESENT: GOOD ENERGY, REGIONAL DIRECTOR

- **2014 - Present: MA** Led successful market entry becoming market leader within 24 months, winning the business of 30+ municipalities, encompassing 750,000+ people and businesses. Formed third largest electricity aggregation buying group nationally which entered contracts in November 2015, expected to save approx. \$10 million through Jan 2017. Included incorporation of local renewable energy into the programs of specific clients using first of its kind methodology.
- Selected as vendor by the Metropolitan Area Planning Council, largest planning agency in MA covering 101 municipalities in the Boston metropolitan Area for their CCA programs.
- **2013: NJ** At forefront of campaign to bring CCA to municipalities in the NJ market. Spent 12 months sensitizing the market and working with team members to build the company's client base and partner relationships.
- **2011 - 2014: IL** Spearheaded successful effort to beat out local competitors and build the largest CCA buying group of municipalities and counties in the country, comprising 150 municipalities with 1,500,000 people and businesses in central and southern Illinois. Savings to date in excess of \$100,000,000.

2008 – 2011: GOOD ENERGY, SALES

- Broker of electricity and natural gas for commercial and industrial, chamber of commerce and public sector clients. Led market penetration behind utilities across the country looking to help clients save money and manage their energy spend.
- Brokered an energy affinity program for one of the largest labor unions in the country. Carried out energy market opportunity analyses for Union Plus, the AFL-CIO's member benefit arm, and a variety of large public sector entities including the City of Cleveland, OH and the City of Grand Rapids, MI.

2001 - 2007: COMMUNICATIONS & MEDIA INDUSTRY

- 2006 - 2007: Hired as consultant by World Bank to make film about their \$500m Demobilization and Reintegration Program for ex-combatants in Central Africa in successful PR drive to raise \$100m from international governments.
- 2001 - 2005: Founder/Director of Cloudburst Media. Built company brand of producing innovative documentary film stories in challenging global locations for international Non-Profit Organizations. Trained and worked at CNN, CBS and Associated Press TV News.

1995 - 2000: BRITISH ARMY OFFICER

- British Army Captain, Royal Dragoon Guards. Served as Troop Leader Tank Commander in UK and Canada. Led expedition of Omani and British soldiers in Oman. Trained in counter-terrorism.
- Military Diplomat, Argentina. Selected as first British officer seconded to Argentine Army since Falklands conflict in yearlong role targeted at re-establishing military ties.

EDUCATION

- 1995 - 1996 Royal Military Academy Sandhurst: British Army Officer leadership training course.
- 1992 - 1995 Durham University, UK. BA (Hons) combined: English Lit., French and Business.
- 1986 - 1991 Eton College, England.

LANGUAGES French - fluent Spanish - fluent.

INTERESTS Tennis, Filmmaking, Flying (PPL).

Appendix K

The Philadelphia Inquirer

100 S. INDEPENDENCE MALL W, STE 600, PHILADELPHIA, PA 19106

Affidavit of Publication

On Behalf of:

GOOD ENERGY LP
232 MADISON AVE
THIRD FLOOR
NEW YORK, NY 10016

STATE OF PENNSYLVANIA COUNTY OF PHILADELPHIA:

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

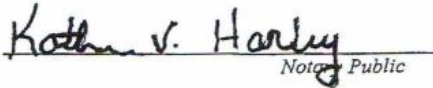
1. The Philadelphia Inquirer, LLC is the publisher of the Philadelphia Daily News, with its headquarters at 100 S. Independence Mall West, Suite 600, Philadelphia, PA 19106.
2. The Philadelphia Daily News is an edition of The Philadelphia Inquirer. The Philadelphia Daily News is continuously published and distributed Sunday-Friday in the City of Philadelphia, count and state aforesaid.
3. The printed notice or publication attached hereto set forth on attached hereto was published in all regular print editions of the Philadelphia Daily News on

Legal Notices

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

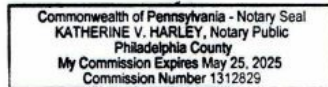
5/8/2023

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.



Notary Public

My Commission Expires:



Ad No: 135529

Customer No: 118399

COPY OF ADVERTISEMENT

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of **Good Energy, L.P.** For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Good Energy, L.P. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. **Good Energy, L.P.** proposes to sell electricity and related services in the entire Commonwealth 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 **Good Energy, L.P.** 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 **Good Energy, L.P.** attorney at the address listed below.

By and through Counsel: Ken Sussman
McCue Sussman Zapfel & Cohen P.C.
420 Lexington Avenue Suite 2250
New York, NY 10170
Phone: 212-931-5500
Fax: 212-931-5501

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

Sangene Scott
Good Energy, LP
232 Madison AVE # 3
New York NY 10016-2953

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:

05/09/2023

Sworn to and subscribed before on 05/09/2023

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By and through Counsel: Ken Sussman
McCue Sussman Zappell & Cohen P.C.

420 Lexington Avenue Suite 2250

New York, NY 10170

Phone: 212-931-5500

Fax: 212-931-5501

(5-8801129-NT-9)

Legal Clerk

Notary, State of W. County of Brown

My commission expires

Publication Cost: \$221.48

Order No: 8801129

Customer No: 932321

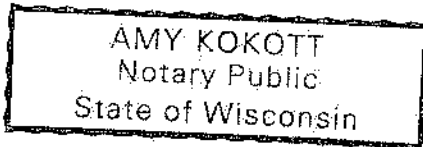
of Copies:

1

PO #:

THIS IS NOT AN INVOICE!

Please do not use this form for payment remittance.





AD#: 0010648147

Commonwealth of Pennsylvania,) ss
County of Cumberland)

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

The Patriot News 05/07/2023

Principal Clerk of the Publisher

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

Sworn to and subscribed before me this 8th day of May 2023

Notary Public

PENNSYLVANIA PUBLIC
UTILITY COMMISSION
NOTICE

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McCue Sussman Zapfel & Cohen P.C.
420 Lexington Avenue Suite 2250
New York, NY 10170
Phone: 212-931-5500
Fax: 212-931-5501

COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

**PENNSYLVANIA PUBLIC UTILITY COMMISSION
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 McCue Sussmane Zapfel & Cohen P.C.
 420 Lexington Avenue Suite 2250
 New York, NY 10170
 Phone: 212-931-5500 Fax: 212-931-5501

On this 12th day of May 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,

published that the of The Jo of Cambria, and Commonwealth of Pennsylvania and matter published in said publication in the regular issues on May 6, 2023; and that the Affiant is not interested in the subject matter of said notice or advertising and that all of the allegations as to time, place and character of said publication are true.

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Signed and sworn to before me on 12th day of May, 2023, by Christine Marhefka making the statement.

Vivian Ohs

0.00 Lines @ \$2.70 per line	0.00
5.5 Inches @ \$27.00 per inch	148.50
Notary Fee	5.00
Clerical Fee	2.50
Total Cost	156.00

Commonwealth of Pennsylvania - Notary Seal
 Vivian Ohs, Notary Public
 Cambria County
 My commission expires December 6, 2024
 Commission number 1123017
 Member, Pennsylvania Association of Notaries

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

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

TRIBUNE-DEMOCRAT
 (Name of Newspaper)

By *Vivian Ohs*

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

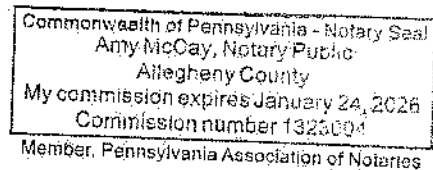
Commonwealth of Pennsylvania, County of Allegheny, ss D. Rullo, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette 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:

07 of May, 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.

[Signature]
PG Publishing Company
Sworn to and subscribed before me this day of:
May 8, 2023

[Signature]



STATEMENT OF ADVERTISING COSTS
Good Energy, LP
232 Madison Avenue, Third Floor
New York, New York 10016

To PG Publishing Company

Total ----- \$484.50

Publisher's Receipt for Advertising Costs

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

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

PG Publishing Company, a Corporation, Publisher of
Pittsburgh Post-Gazette, a Newspaper of General Circulation
By [Signature] David A. Lockerbie

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

COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of **Good Energy, L.P.** For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A **Marketer/Broker** Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Good Energy, L.P. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. **Good Energy, L.P.** proposes to sell electricity and related services in the entire Commonwealth 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 **Good Energy, L.P.** 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 **Good Energy, L.P.** attorney at the address listed below.

By and through Counsel: Ken Sussmane
McCue Sussmane Zapfel & Cohen P.C.
420 Lexington Avenue Suite 2250
New York, NY 10170
Phone: 212-931-5500
Fax: 212-931-5501

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

SANGENE SCOTT
GOOD ENERGY LP
THIRD FLOOR 232 MADISON AVENUE
NEW YORK NY 10016

Account # 648939
Order # 82718777
Ad Price: 301.36

PUBLIC UTILITY NOTICE

Betzaida Cajigas

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

05/07/2023

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

Sworn and subscribed to before me
this 8th day of May A.D., 2023


(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

NOTICE

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION

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By and through Counsel:
Ken Sussmane
**McCue Sussmane Zapfel
& Cohen P.C.**
420 Lexington Avenue
Suite 2250
New York, NY 10170
Phone: 212-931-5500
Fax: 212-931-5501

WILLIAMSPORT SUN-GAZETTE
PROOF OF PUBLICATION

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

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

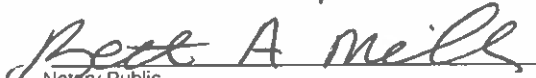
10 May 2023

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



SUN-GAZETTE LLC

Sworn to and subscribed before me
The 10th day of May, 2023



Notary Public

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

PENNSYLVANIA PUBLIC
UTILITY COMMISSION
NOTICE

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