BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of _____Priority Power Management LLC____, d/b/a __PPM Atlas, and disregarded entities Satori Energy and Energy Solutions USA, for approval to offer, render, furnish, or supply natural gas supply services as a(n) <u>[as specified in item #4b below]</u> to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

Harrisburg, PA 17110

1. IDENTIFICATION AND CONTACT INFORMATION

a. IDENTITY OF THE APPLICANT: Provide name (including any d/b/a fictitious name), primary address, web address, and telephone number of Applicant:
Priority Power Management LLC
2201 E. Lamar Blvd, Ste 275
Arlington, TX 76006
800.221.7061

dba: PPM – Atlas disregarded entities: Satori Energy and Energy Solutions USA

- 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.
 Corporation Service Company 2595 Interstate Drive, Suite 103
- 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. David C. Wiers Senior Managing Director 300 S. Wacker Dr., Chicago, IL 60606 dwiers@prioritypower.com T: 312.850.2305 F: 312.264.6200

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.
Brooks Atweil
Chief Legal Officer
4526 Research Forest Drive, Suite 250
The Woodlands, TX 77381
bantweil@prioritypower.com
P: 281.949.8872

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e. CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS: Provide the name, title, address, telephone number, fax number, and e-mail OF THE PERSON AND AN ALTERNATE PERSON (2 REQUIRED)

responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Natural Gas Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed NGSs.

1 - David C. Wiers Senior Managing Director 300 Wacker Dr., Chicago, IL 60606 dwiers@prioritypower.com T: 312.850.2305 P: 312.264.6200

And

2 - Charlie Hewitt Senior Managing Director 2021 E Lamar Blvd, Suite 275, Arlington, TX 76006 <u>chewitt@prioritypower.com</u> P: 972.314.9047

2. BUSINESS ENTITY FILINGS AND REGISTRATION

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

or

The Applicant will not be using a fictitious name.

b. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:

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

The Applicant is a sole proprietor.

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

or

The Applicant is a:

domestic general partnership (*)

domestic limited partnership (15 Pa. C.S. §8511)

foreign general or limited partnership (15 Pa. C.S. §4124)

domestic limited liability partnership (15 Pa. C.S. §8201)

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

foreign limited liability limited partnership (15 Pa. C.S. §8211)

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

or

X The Applicant is a:

- domestic corporation (15 Pa. C.S. §1308)
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- X foreign limited liability company (15 Pa. C.S. §8981)
- Other (Describe):
 - Provide proof of compliance with appropriate Department of State filing requirements as indicated above. **SEE ATTACHMENT**
 - Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation. SEE ATTACHMENT

Give name and address of officers.

Katherine Graham - 4526 Research Forest Drive, Suite 250 The Woodlands, TX 77381

Brandon Schwertner - 4526 Research Forest Drive, Suite 250 The Woodlands, TX 77381

Joe Loner – 2201 E. Lamar Blvd, Suite 275, Arlington, TX 76006

John Bick – 2201 E. Lamar Blvd, Suite 275, Arlington, TX 76006

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.

Priority Power does not have any affiliates doing business.

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.

Priority Power does not have predecessors that have done business.

4. OPERATIONS

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

Definitions

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

The Applicant is presently doing business in Pennsylvania as a

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

or

X The Applicant is not presently doing business in Pennsylvania.

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- b. APPLICANT'S PROPOSED OPERATIONS: The Applicant proposes to operate as a:
 - Supplier or Aggregator of natural gas services
 - Municipal supplier of natural gas services
 - Cooperative supplier of natural gas services
 - X Broker/Marketer engaged in the business of supplying natural gas services
 - X Check here to verify that your organization will not be taking title to the natural gas nor will you be making payments for customers.
 - Other (Describe):
- **c. PROPOSED SERVICES:** Describe in detail the natural gas supply services which the Applicant proposes to offer.

Priority Power Management LLC as a broker will be working with customers that have locations in PA to assist in securing suppliers of natural gas and rates that best meet their financial needs.

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

	Columbia	Philadelphia Gas Works
	National Fuel Gas	UGI Utilities – Gas Division
_	PECO	Valley Energy
	Peoples Natural Gas Company - Peoples	
	Natural Gas Division	
	Peoples Natural Gas Company - Peoples Gas	

X All of the above

Division

- e. CUSTOMERS: Applicant proposes to provide services to:
- Residential Customers
- Small Commercial Customers (Less than 6,000 Mcf annually)
- Large Commercial Customers (6,000 Mcf or more annually)
- Industrial Customers
 - Governmental Customers
 - All of above
 - Other (Describe):

Residential and Small Commercial Customers in a Mixed Meter Capacity -

This customer class reflects situations in which a large commercial, industrial, and/or governmental customer account also contains features of residential and/or small commercial customers. In this instance, the residential and/or small commercial portion must be an incidental portion of the larger account. This customer class alone does not allow marketing targeted directly to residential and/or small commercial customers. Further information may be found in the Requirements Applicable to Mixed Meter Scenarios Secretarial Letter served March 25, 2011, at Docket No. M-2009-2082042.

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

Priority Power plans to actively market within Pennsylvania upon license approval.

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.

Priority Power has not been, or currently is the defendant of a criminal or civil proceeding.

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

N/A

c. SUMMARY: If applicable; provide a statement as to the resolution or present status of any actions listed above. Additionally, provide details of any actions the applicant has undertaken that will prevent the items listed above from occurring if licensed in Pennsylvania.

Priority Power has no actions or complaints to list.

PROOF OF SERVICE 6.

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

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

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

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

Pennsylvania Public Utility Commission **Bureau of Investigation & Enforcement**

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

Department of Revenue **Bureau of Compliance** PO Box 281230 Harrisburg, PA 17128-1230 Commonwealth Keystone Building 400 North Street, 2 West Harrisburg, PA 17120 **b.)** NGDCs: Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, provide Proof of Service of the Application and attachments upon each of the Natural Gas Distribution Companies the Applicant proposed to provide service in. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14. Contact information for each NGDC is as follows.

Columbia Gas of PA, Inc. Transport Support Services 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.4980 e-mail: <u>transportevaluations@nisource.com</u>	National Fuel Gas Distribution Corp. Daniel Czechowicz, Director – Gas Supply Administration 6363 Main Street Williamsville, NY 14221 PH: 716.857.6917 e-mail: czechowiczd@natfuel.com
Peoples Natural Gas Company LLC – Peoples Natural Gas Division Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: <u>Carol.Scanlon@peoples-gas.com</u>	Peoples Natural Gas Company LLC – Peoples Gas Division Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: <u>Carol.Scanlon@peoples-gas.com</u>
PECO Suzette Adams. Sr. Manager, Gas Supply and Transportation 2301 Market Street, S-18 Philadelphia, PA 19103 PH: 215.841.6467 Email: <u>Suzette.Adams@exeloncorp.com</u>	Philadelphia Gas Works Ryan Reeves, Director Supply Transportation & Control 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.787.5103 email: pgwchoicesupply@pgworks.com
UGI Utilities, Inc. – Gas Division Sherry Epler 1 UGI Drive Denver, PA 17517 PH: 610.796.3447 Email: <u>sepler@ugi.com</u>	Valley Energy Inc. Ed Rogers 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: <u>erogers@ctenterprises.org</u>

7. FINANCIAL FITNESS

- a. BONDING: In accordance with 66 Pa. C.S. Section 2208(c), no natural gas supplier license shall be issued or remain in force unless the applicant or holder furnishes a bond or other security in a form and amount to ensure the financial responsibility of the natural gas supplier. The criteria used to determine the amount and form of such bond or other security shall be set by each NGDC. Provide documentation that the applicant has met the security requirement of each NGDC by submitting the letters sent by the NGDCs stating what bonding amounts they require. The contact information is located in Section 6.b.
- b. FINANCIAL RECORDS, STATEMENTS, AND RATINGS: Applicant must provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:
 - Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
 - Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
 - Applicant's accounting statements, including balance sheet and income statements for the past two years.
 - Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form, evidence of Moody's, S&P, or Fitch ratings, and/or other independent financial service reports.
 - A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
 - Audited financial statements exhibiting accounts over a minimum two-year period.
 - Bank account statements (3-12 recent consecutive months), tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

WILL BE SUBMITTED CONFIDENTIALLY

- c. SUPPLIER FUNDING METHOD: If Applicant is operating as anything other than <u>Broker/Marketer only</u>, 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.
- Priority Power is only operating as a Broker/Marketer only
- d. BROKER PAYMENT STRUCTURE: If applicant is a broker/marketer, explain how your organization will be collecting your fees.

Priority Power will be collecting a fee on each contract from suppliers.

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.

Clark Bravo Director of Treasury 2201 E. Lamar Blvd, Ste 275 Arlington, TX 76006 800.221.7061 accounting@prioritypower.com

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

All sections of the Tax Certification Statement must be completed. Submitting N/A on either the Sales Tax License Number or the Employer ID Number (items 7A and 7B) shall be accompanied by supporting documentation or an explanation validating the absence of such information.

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 natural gas distribution companies does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided.

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

Priority Power has acquired firms that have natural gas licenses and is now applying for the license in the name of Priority Power. Please find technical capabilities of key employees enclosed as requested in 8.e.

- b. PROPOSED MARKETING METHOD (check all that apply)
 - Internal Applicant will use its own internal resources/employees for marketing
 - External NGS Applicant will contract with a PUC LICENSED NGS
 - Affiliate Applicant will use a NON-NGS affiliate that is a nontraditional marketer and/or marketing services consultant
 - External Third-Party Applicant will contract with a NON-NGS third party nontraditional marketer and/or non-selling marketer
 - Other (Describe):

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



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.

Priority Power has a marketing department that reports directly to the Chief Operating Officer (COO).

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

9. DISCLOSURE STATEMENT:

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

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

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

N/A

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

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

- X AGREED
- **b. REPORTING REQUIREMENTS**: Applicant agrees to provide the following information to the Commission:
 - Reports of Gross Receipts: Applicant shall file an annual report with the Commission on an annual basis no later than April 30th following the end of the calendar year per 52 Pa. Code § 62.110.
 - X AGREED
- c. TRANSFER OF LICENSE: The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. § 2208(d). Transferee will be required to file the appropriate licensing application.
 - X AGREED
- d. ANNUAL FEES: The Public Utility Code authorizes the PUC to collect an annual fee of \$350 from suppliers, brokers, marketers, and aggregators selling natural gas in the Commonwealth of PA, and a supplemental fee based on annual gross intrastate revenues, applicable to suppliers only.
 - X ACKNOWLEDGED
- e. FURTHER DEVELOPMENTS: Applicant is under a continuing obligation to amend its application if substantial changes occur to the information upon which the Commission relied in approving the original filing. See 52 Pa. Code § 62.105.
 - X AGREED
- f. FALSIFICATION: The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.
 - X AGREED

- g. NOTIFICATION OF CHANGE: If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission, within thirty (30) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 62.105.
 - X AGREED
- **h.** CEASING OF OPERATIONS: Applicant is also required to officially notify the Commission if it plans to cease doing business in Pennsylvania, 90 days prior to ceasing operations.
 - X AGREED
- i. FILING FEE: The Applicant has enclosed or paid the required, non-refundable filing fee by CERTIFIED CHECK OR MONEY ORDER in the amount of \$350.00 payable to the Commonwealth of Pennsylvania. <u>The Commission does not accept corporate or personal checks for filing fees.</u>

X PAYMENT ENCLOSED

11. <u>AFFIDAVITS</u> (All affidavits must be notarized before filing.)

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

SEE ATTACHMENT

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

SEE ATTACHMENT

12. NEWSPAPER PUBLICATIONS

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

All Applicants MUST include a Commission issued Docket Number in their publications. Docket Numbers are issued to new applicants when an application packet is submitted to the PUC's Secretary's Bureau. Newspaper publications published without a Commission issued Docket No. <u>will be rejected</u>. For more information, see 52 Pa. Code § 62.107. Notice of filing of this Application must be published in newspapers of general circulation covering each county in which the applicant intends to provide service. The newspapers in which proof of publication are required is dependent on the service territories the applicant is proposing to serve.

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

The only acceptable verification of this requirement is with Notarized Proofs of Publication, which may be requested from each newspaper and **must be supplied to the Commission before the applicant is licensed.**

	Erie Times- News	Harrisburg Patriot- News	Philadelphia Daily News or Philadelphia Inquirer	Pittsburgh Post- Gazette	Scranton Times- Tribune	Williamsport Sun-Gazette	Johnstown Tribune- Democrat
Columbia Gas	Х	X		Х		X	Х
National Fuel Gas	Х			Х			
PECO			Х				
Peoples Natural Gas – Peoples Natural							
Gas Division	X			X			X
Peoples Natural Gas – Peoples Gas				v			
Division			·	X			
Philadelphia Gas Works			x				
UGI Utilities – Gas Div.	х	x	x	x	х	x	x
Valley Energy					X	X	
Entire							
Commonwealth	X	X	X	X	X	X	X

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

13. SIGNATURE

Applicant::Priority Power Management LLC					
Ву:	Pord CW seis				
Name:	David C. Wiers				
Title:	_Senior Managing Director				

Appendix C

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

CERTIFICATE OF SERVICE TEMPLATE

On this the $\underline{\mathcal{I}}_{\mathcal{I}}^{\mathcal{I}}$ day of $\underline{\mathcal{I}}_{\mathcal{I}}^{\mathcal{I}}$ and $\underline{\mathcal{I}}^{\mathcal{I}}$ and $\underline{\mathcal{I}}^{\mathcal{I}$

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

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

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

National Fuel Gas Distribution Corp. Daniel Czechowicz, Director – Gas Supply Administration 6363 Main Street Williamsville, NY 14221 PH: 716.857.6917 e-mail: <u>czechowiczd@natfuel.com</u>

Peoples Natural Gas Company LLC - Peoples Natural Gas Division Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 e-mail: <u>Carol.Scanlon@peoples-gas.com</u>

Philadelphia Gas Works Ryan Reeves, Director Supply Transportation & Control 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.787.5103 email: <u>pgwchoicesupply@pgworks.com</u>

Valley Energy Inc. Ed Rogers 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 email: <u>erogers@ctenterprises.org</u> Office of the Attorney General Bureau of Consumer Protection Strawberry Square, 14th Floor Harrisburg, PA 17120

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

Columbia Gas of PA, Inc. Transport Support Services 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.4980 e-mail: <u>transportevaluations@nisource.com</u>

PECO

Suzette Adams. Sr. Manager, Gas Supply and Transportation 2301 Market Street, S-18 Philadelphia, PA 19103 PH: 215.841.6467 Email: <u>Suzette.Adams@exeloncorp.com</u>

Peoples Natural Gas Company LLC - Peoples Gas Division Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 e-mail: Carol.Scanlon@peoples-gas.com

UGI Utilities, Inc. – Gas Division Sherry Epler 1 UGI Drive Denver, PA 17517 PH: 610.796.3447 Email: <u>sepler@ugi.com</u>

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David C. Wiers

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of ______ : ss.

County of ____Cook_____ :

David C. Wiers_____, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

He is the __Senior Managing Director__ of __Priority Power Management LLC_____

He is authorized to and does make this affidavit for said Applicant;

That the Applicant herein __Priority Power Management LLC has the burden of producing information and supporting

documentation demonstrating its technical and financial fitness to be licensed as an natural gas supplier pursuant to 66 Pa. C.S. § 2208 (c)(1).

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

That the Applicant herein ___Priority Power Management_____ 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 __Priority Power Management _____ 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.

rérs

Signature of Affiant

Sworn and subscribed before me this $\underline{}$ day of _

Signature of official administering oath

My commission expires

KRISTEN A SPEVAK Official Seal Notary Public - State of Illinois My Commission Expires Aug 3, 2025

Appendix B

OPERATIONS AFFIDAVIT

[Commonwealth/State] ofIllinois		:	
	:	SS.	
County ofCook	:		
David C. Wiers, Affiant, being duly [sw deposes and says that:	vorn/affirmed]	according to law,	

He is the _Senior Managing Director____ of ___Priority Power Management LLC_____

He is authorized to and does make this affidavit for said Applicant;

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

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

That __Priority Power Management_____, the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28 shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional natural gas sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

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

Appendix B (Continued)

That _Priority Power Management LLC_____, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506 and the standards and billing practices of 52 PA. Code Chapter 56.

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

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

Signature of Affiant

2613 tober 2033. day of ___ Sworn and subscribed before me this

official administering oath ature of

3 202 My commission expires



22

2. Business Entity Filing and Registration



PO Box 8722

Fee: \$70

Harrisburg, Pennsylvania 17105-8722



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COMMONWEALTH OF PENNSYLVANIA Department of State Bureau of Corporations and Charitable Organizations

REGISTRATION OF FICTITIOUS NAME

Pennsylvania Department of State



File #: 0013553010 Date Filed: 8/15/2023

DSCB: 54-311 (rev. 2/2017) In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies)							
desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to registration), the undersigned entry(les) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:							
Fictitious Name Fictitious name							
Additional Information A brief statement of the character or natu other activity to be carried on under or thr name is:	Energy management and consulting						
The applicant is familiar with the provision the Fictitious Names Act does not create a	any exclusive or other r	ight in the fictitious	name.				
The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable): Address 2201 E LAMAR BLVD STE 275 ARLINGTON, TX 76006							
		Tarrant					
Individuals interested in the business							
Full Name			Addre	ss			
	None E	Entered					
Associations interested in the business							
Name of organization	Form of Organization	Formation Locale	Principal Office	Registered Office Address			
Priority Power Management LLC Foreign Limited Liability Company Principal Office Address Commercial Registered Office Provider Corporation Service Company State or Country of Origin TEXAS			None	None			
Agents							
	Full	Name					
	None Entered						
Additional provisions, if any							

Electronic Signature IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed.

Brooks Antweil	08/15/2023
Priority Power Management LLC	Date

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:	Priority Power Management LLC		
Request Type:	Certificate of Registration		September 12, 2023
Request No.:	022072219	File No:	0004026531
Receipt No.:	685188		
Filing Type:	Foreign Limited Liability Company		
Filing Subtype:	Limited Liability Company		
Initial Filing Date:	April 21, 2011		
Status:	Active		

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT

Priority Power Management LLC

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.

Alen Schmit

Albert Schmidt Secretary of the Commonwealth

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

Corporations Section P.O.Box 13697 Austin, Texas 78711-3697



Jane Nelson Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Priority Power Management, LLC Filing Number: 800912669

Certificate of Conversion

December 18, 2007

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on July 31, 2023.



ove-theben

Jane Nelson Secretary of State



The name of the converting limited partnership is: Priority Power Management, Ltd.

The jurisdiction of formation of the limited partnership is: Texas

The date of formation of the limited partnership is: January 26, 2001

The file number, if any, issued to the limited partnership by the secretary of state is: 14580510

The limited partnership named above is converting to a limited liability company. The name of the limited liability company is:

Priority Power Management, LLC

The limited liability company will be formed under the laws of : Texas

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed. Instead of attaching the plan of conversion, the limited partnership certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the limited partnership, the converting entity. The address of the principal place of business of the limited partnership is:

303 W. Wall Street, Suite 1700	Midland	TX	USA	79701
Street or Mailing Address	City	State	Country	Zip Code

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

303 W. Wall Street, Suite 1700	Midland	TX	USA	79701
Strees or Mailing Address	City	State	Country	Zip Code

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity. Gerification in mation for the Converse Calify

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. I This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: January 1, 2008

C. \Box This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is:

The following event or fact will cause the document to take effect in the manner described below:

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

AMEN Properties, Inc.

Date: 12-17-7

Que la Cul

Jon M. Morgan, President and CEO

Signature and title of authorized person on behalf of the converting entity

Corporations Section P.O.Box 13697 Austin, Texas 78711-3697



Jane Nelson Secretary of State

Office of the Secretary of State

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AMEN Properties, Inc.

Date: 12-17-7

Que la Cul

Jon M. Morgan, President and CEO

Signature and title of authorized person on behalf of the converting entity

Dec 18 2007 02:40pm No. 2512 P. 6

Section

Form 205	SED	This space reserved for office use.
(Revised 01/06)		FILED
Return in duplicate to:	(S)	In the Office of the Secretary of State of Texas
Secretary of State P.O. Box 13697	Certificate of Formation Limited Liability Company	DEC 182007
Austin, TX 78711-3697 512 463-5555 FAX: 512 463-5709	Dimited Diability Company	Corporations Section

Avrille == Bolity Name and Ly

The filing entity being formed is a limited liability company. The name of the entity is:

Priority Power Management, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Filing Fee: \$300

OR

A. The initial registered agent is an organization (cannot be cutity numed above) by the name of:

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Kris		Oliver	
First Name	M.I.	Last Name	Suffix
C. The business address of	f the registered agen	t and the registered office	address is:

79701 TX 303 W. Wall Street, Suite 1700 Midland Zip Code State Street Address City

ficials covernine authorit Hand Branning Start Hand & Fringerer View Hart

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

5.YL	ME OF COVERNING RERSON TANK	them Inciel	CHEFER INTYICKING OF MANAGE	nit Algur put nhi balh		
	First Name	M.I.	Last Name			Suffix
OR .	IF ORGANIZATION					
	AMEN Properties, Inc.					
	Organization Name					
	DRESS OF COVERNING PERSON	8-2-3-9]TX	USA	79701
-	3 W. Wall Street, Suite 1700		Midland	State	Country	Zip Code
Stree	t or Mailing Address		City		Country	

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-	3 W. Wall Street, Suite 1700		Midland	State	Country	Zip Code
Stree	t or Mailing Address		City		Country	

	IF INDIVIDUAL					
	First Name	M_1.	Lasi Name			Suffix
DR .	IF ORGANIZATION	·····				
	Organization Name				A COLUMN	ar a start a start a start a
<u>()</u>	DRESS OF COVERNING PER					
_	n or Mailing Address	N (EVER OF BRITES	City	State	Country	Zip Code
_	NEOFICOVERNINGPERSO IF INDIVIDUAL					
	MEADERON MERCENSO	N ENGLISE ANICAL				Zip Code
	NEOFICOVERNINGPERSO IF INDIVIDUAL					
R -	IF INDIVIDUAL First Name IF ORGANIZATION Organization Name					
R	IF INDIVIDUAL First Name IF ORGANIZATION			zativit, balla or bird		

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Purson a state Supplemental Provisions/formation

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

The limited liability company to be formed by this Certificate of Formation, Priority Power Management, LLC, was formed under a plan of conversion effectuated by a Certificate of Conversion being filed contemporaneously herewith. The name, address, date of formation, prior form of organization, and jurisdiction of formation of the limited liability company prior to its conversion are as follows:

Name of Converting Entity Prior to Conversion: Priority Power Management, Ltd. Address: 303 W. Wall Street, Suite 1700, Midland, Texas, 79701 Date of Formation: January 26, 2001

Prior Form of Organization: Limited Partnership

Jurisdiction of Formation: Texas

Organizer

The name and address of the organizer:

Charles G. Pouls, Esq.

Name

420 Throckmorton, Suite 500Fort WorthTX76102Street or Mailing AddressCityStateZip Code

The second se

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The undersigned signs this document subject to the penaltics imposed by law for the submission of a materially false or fraudulent instrument.

12/18/07 Date:

Signature of organizer

8. TECHNICAL FITNESS

A and E. Experience, Plan, Structure, OFFICERS

Priority Power Management will serve existing electricity clients who have asked for assistance in managing their natural gas spend.

- Resumes of Key Staff Persons

Katherine Graham Chief Technology Officer

EXPERIENCE

Priority Power Management

Chief Technology Officer Mar 2022 – Present

Shell Energy

Executive Vice President of Technology May 2018 – Nov 2021

APX, Inc.

Director, Product Management Jul 2015 – May 2018

Chief Operations Officer May 2012 – Jul 2015

Head of Environmental Products and Client Services Aug 2008 – May 2012

Head of ERCOT Client Services, Power Markets Mar 2005 – Aug 2008

ERCOT Power Operations and Settlement Analyst Nov 2003 – Mar 2005

State Street

Mutual Fund Analyst Aug 2002 – Oct 2003

Aquila Power Operations Analyst, Scheduler Aug 2001 – Aug 2002

EDUCATION

Rockhurst University Bachelor of Science, Finance, Economics

Brandon Schwertner Chief Executive Officer

EXPERIENCE

Priority Power Management Chief Executive Officer Sep 2018 – Present

Teleios Commodities

Founder and Managing Partner Nov 2017 – Jan 2021

MP2 Energy, a Shell North America Subsidiary Co-Founder Dec 2009 – Oct 2017

Credit Suisse

Managing Director Jan 2006 – Dec 2009

EDUCATION

Texas A&M University Bachelor of Science, Finance

I.10 - Resumes of Key Staff Persons

Katherine Graham Chief Technology Officer

EXPERIENCE

Priority Power Management Chief Technology Officer

Mar 2022 – Present

Shell Energy

Executive Vice President of Technology May 2018 – Nov 2021

APX, Inc.

Director, Product Management Jul 2015 – May 2018

Chief Operations Officer May 2012 – Jul 2015

Head of Environmental Products and Client Services Aug 2008 – May 2012

Head of ERCOT Client Services, Power Markets Mar 2005 – Aug 2008

ERCOT Power Operations and Settlement Analyst Nov 2003 – Mar 2005

State Street

Mutual Fund Analyst Aug 2002 – Oct 2003

Aquila

Power Operations Analyst, Scheduler Aug 2001 – Aug 2002

EDUCATION

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Brandon Schwertner Chief Executive Officer

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Priority Power Management Chief Executive Officer Sep 2018 – Present

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Founder and Managing Partner Nov 2017 – Jan 2021

MP2 Energy, a Shell North America Subsidiary Co-Founder Dec 2009 – Oct 2017

Credit Suisse

Managing Director Jan 2006 – Dec 2009

EDUCATION

Texas A&M University Bachelor of Science, Finance

Joe Loner, CFO, CPA, CGMA Chief Financial Officer

EXPERIENCE

Priority Power Management Chief Financial Officer 2021 – Present

GridLiance

Vice President Finance and Treasurer 2019-2021

Vice President Finance 2018-2019

Panda Power Funds

Vice President of Finance and Treasurer | Acting CFO 2015-2018

Director of Financial Planning and Analysis 2015-2015

Nexeo Solutions

Global Financial Planning and Analysis Manager 2013-2014

The AES Corporation

Manager, Financial Planning and Analysis 2011-2013

Senior Analyst, Financial Planning and Analysis 2009-2011

GE

Manager of Finance 2008-2009

Financial Management Program (FMP) Financial Analyst 2006-2008

EDUCATION

University of Virginia Darden School of Business Emerging Leaders Program

The University of Kansas Bachelor of Science, Finance & Business Administration

Joe Loner, CFO, CPA, CGMA Chief Financial Officer

EXPERIENCE

Priority Power Management Chief Financial Officer 2021 – Present

GridLiance

Vice President Finance and Treasurer 2019-2021

Vice President Finance 2018-2019

Panda Power Funds

Vice President of Finance and Treasurer | Acting CFO 2015-2018

Director of Financial Planning and Analysis 2015-2015

Nexeo Solutions

Global Financial Planning and Analysis Manager 2013-2014

The AES Corporation

Manager, Financial Planning and Analysis 2011-2013

Senior Analyst, Financial Planning and Analysis 2009-2011

GE

Manager of Finance 2008-2009

Financial Management Program (FMP) Financial Analyst 2006-2008

EDUCATION

University of Virginia Darden School of Business Emerging Leaders Program

The University of Kansas Bachelor of Science, Finance & Business Administration

John Bick Chairman | Chief Commercial Officer

EXPERIENCE

Priority Power Management

Chairman | Chief Commercial Officer 2021 – Present

Managing Principal 2003 – 2021

TXU Energy

Director, Strategic Business Development 2000 – 2003

Manager, Strategic Accounts 1997 – 2000

Senior Strategic Account Executive 1997 – 1997

Key Account Sales Executive 1996 – 1997

Senior Account Manager 1992 – 1996

Customer Service Representative 1989 – 1992

EDUCATION

The Wharton School Executive Management and Leadership Program

Texas Tech University Bachelor of Science, Construction Engineering Technology, Construction Engineering