



October 27, 2023

VIA E-FILING

David P. Zambito

Direct Phone 717-703-5892

Direct Fax 215-989-4216

dzambito@cozen.com

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

Re: Application of Energy Center Retailco LLC for Approval to Offer, Render, Furnish, or Supply Electricity or Electric Generation Services as a Supplier of Electricity to the Public in the Commonwealth of Pennsylvania; Docket No. A-2023-_____

Dear Secretary Chiavetta:

Enclosed for filing with the Pennsylvania Public Utility Commission ("Commission") is the above-referenced Application. The \$350 filing fee has been paid by credit card. Confidential attachments are being filed separately via overnight mail. The bond is also being filed separately via overnight mail. Newspaper notice will be published after the Commission assigns a docket number.

Copies are being served as noted on the enclosed Certificate of Service (Attachment 4).

Sincerely,

COZEN O'CONNOR

By: David P. Zambito
Counsel for *Energy Center Retailco LLC*

DPZ
Attachments

cc: Nelson Boyd, Vice President and Treasurer, Cordia
Anza D'Antonio, Esq., General Counsel, Cordia

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Energy Center Retailco LLC for approval to offer, render, furnish, or supply electricity or electric generation services as a supplier of electricity to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

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

Energy Center Retailco LLC
1 East Washington St., Suite 430
Phoenix, AZ 85004
414-639-4787
cordiaenergy.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.

Energy Center Retailco LLC
111 South Commons Avenue
Pittsburgh PA 15212
412-231-0409

- 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.

Mark Schneider
Northeast Regional General Manager
Cordia
111 South Commons Avenue
Pittsburgh PA 15212

412-231-0409
Mark.Schneider@cordiaenergy.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.

David P. Zambito, Esq.
Jonathan P. Nase, Esq.
Cozen O'Connor
17 North Second St., Suite 1410
Harrisburg PA 17101
717-703-5892
Fax: 215-989-4216
dzambito@cozen.com
jnase@cozen.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.

Mark Schneider
Northeast Regional General Manager
Cordia
111 South Commons Avenue
Pittsburgh PA 15212
412-231-0409
Mark.Schneider@cordiaenergy.com

Anza D'Antonio, Esq., General Counsel
Cordia
1 East Washington St., Suite 430
Phoenix, AZ 85004
414-639-4787
Anza.DAntonio@cordiaenergy.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.
- Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.
- * If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

or

The Applicant is a:

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

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
See **Attachment 1**.
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.

Delaware (see **Attachment 2A**). Please note: Energy Center Retailco LLC does not have its own operating agreement. It is using the operating agreement of its parent company, which allows it to extend subsidiaries of the parent company (see section 6 of **Attachment 2B (CONFIDENTIAL)**).

- Give name and address of officers.

Earl Collins, President
1 East Washington St., Suite 430
Phoenix, AZ 85004

Randall Johnson, Vice President
1 East Washington St., Suite 430
Phoenix, AZ 85004

Timothy Johnston, Vice President
1 East Washington St., Suite 430
Phoenix, AZ 85004

Nelson Boyd, Vice President and Treasurer
1 East Washington St., Suite 430
Phoenix, AZ 85004

Mark Schneider, Vice President
111 South Commons
Pittsburgh, PA 15212

Richard Freed, Secretary
1100 Louisiana, Ste. 5150
Houston, TX 77002

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.

Affiliates that are jurisdictional public utilities:

Energy Center Harrisburg LLC
900 Walnut St.
Harrisburg, PA 17101

Energy Center Pittsburgh LLC
111 South Commons
Pittsburgh, PA 15212

Affiliates that are not jurisdictional utilities: Please see **Attachment 3**.

- 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.

N/A

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)*:

- 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.

Applicant intends to purchase power from Three Rivers District Energy, LLC at wholesale, and then sell some of the electricity at retail to the Allegheny County Airport Authority. Any remaining electricity will be sold at retail to affiliates of the Applicant, using Duquesne Light Company's transmission and distribution facilities.

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

- | | |
|--|--|
| <input type="checkbox"/> Citizens' Electric | <input type="checkbox"/> Pike |
| <input checked="" type="checkbox"/> Duquesne Light | <input type="checkbox"/> PPL |
| <input type="checkbox"/> Met-Ed | <input type="checkbox"/> UGI Utilities |
| <input type="checkbox"/> PECO | <input type="checkbox"/> Wellsboro |
| <input type="checkbox"/> Penelec | <input type="checkbox"/> West Penn |
| <input type="checkbox"/> Penn Power | |
| | <input type="checkbox"/> 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): Affiliated entities
- 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.

Shortly after the Commission approves this Application and all compliance obligations are satisfied.

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.

Please note: Due to the large number of Applicant's affiliated entities, Applicant is answering this question as it pertains to itself and its affiliated jurisdictional public utilities. Applicant will provide additional information if requested.

Applicant: No

Affiliated jurisdictional public utilities:

- Energy Center Pittsburgh LLC – Yes
- Energy Center Harrisburg LLC - No

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.

W.G. Tomko, Inc. v. Clearway Energy, Inc. and Energy Center Pittsburgh, LLC v. Mascaro Construction Company, LP

Allegheny County Court of Common Pleas, Docket No. G.D.-22-9351

This active case involves a dispute over contract work for a public utility that supplies steam and chilled water. A trial is scheduled for later this year.

- b. **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.

Please note: Due to the large number of Applicant's affiliated entities, Applicant is answering this question as it pertains to itself and its affiliated jurisdictional public utilities. Applicant will provide additional information if requested.

None.

Applicant has not had a Commission-issued EGS or NGS license previously cancelled by the Commission.

- c. **SUMMARY:** Provide a statement as to the resolution or present status of any proceedings or 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.

The case listed above is a routine contract dispute. Such disputes occasionally occur in the ordinary course of business of a sophisticated business entity. The applicant will try to prevent such disputes from arising, if licensed in Pennsylvania, by having an in-house legal department and risk team that will work to reduce disputes and ensure compliance. Applicant reserves the right to litigate disputes, as necessary.

6. PROOF OF SERVICE

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

Please see **Attachment 4**.

7. FINANCIAL FITNESS

- a. **FINANCIAL SECURITY:** 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...

- X Furnishing the **ORIGINAL** of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.

This will be filed via overnight delivery.

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.

- 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.

The Applicant is a new entity, having been formed in late July, 2023. It is not currently doing business, since it does not yet have an EGS license. Consequently, it does not have financial statements, bank records, or accounting or other statements for the past two years. For the organizational structure, please see **Attachment 3**. For the unaudited consolidated financial statement of Cordia LLC and subsidiaries as of December 31, 2022, please see **Attachment 5 (CONFIDENTIAL)**. For the Certificate of Insurance, please see **Attachment 6 (CONFIDENTIAL)**.

- 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.

Applicant will fund operations through a combination of operating cash flow, debt issuance and equity issuance. The Applicant has access to a \$160,000,000 revolving credit facility (of which \$135,500,000 is available as of September 15, 2023) and a \$200,000,000 delay draw term loan facility (of which \$186,500,000 is available as of September 15, 2023). Both facilities were established in May 2022 and extend through May 2027. The Applicant also has access to equity funding resources from its owners, which are investment funds managed by or affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR"). KKR is a leading global investment firm with nearly \$500 billion assets under management worldwide.

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

N/A

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

John McDonnell, Corporate Controller
Address: 519 Woodland Ave., Haddonfield, NJ 08033
Phone number: (609) 240-6811
Fax number: N/A
John.McDonell@cordiaenergy.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.

Please see **Attachment 7 (CONFIDENTIAL)**.

8. TECHNICAL FITNESS:

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

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

- Applicant's previous experience in the electricity industry.
- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.
- Type of customers and number of customers Applicant currently serves in other jurisdictions.

- Staffing structure and numbers as well as employee training commitments.
- Business plans for operations within the Commonwealth.
- Documentation of membership in PJM, ECAR, MAAC, other regional reliability councils, or any other membership or certification that is deemed appropriate to justify competency to operate as an EGS within the Commonwealth.
- Any other information appropriate to ensure the technical capabilities of the Applicant.

Energy Center Retailco LLC is part of the Cordia family of corporations, which has extensive experience in the energy industry. It will step into the shoes of another EGS, which will be the transitional provider of electric generation supplier services to the Allegheny County Airport. Applicant intends to purchase power from Three Rivers District Energy, LLC at wholesale, and then sell some of the electricity at retail to the Allegheny County Airport Authority. Any remaining electricity will be sold at retail to affiliates of the Applicant, using Duquesne Light Company's transmission and distribution facilities. Applicant will be primarily serving one large commercial customer, with any remaining electricity being sold to affiliates.

Energy Center Retailco LLC will use employees of Cordia, pursuant to an affiliated interest agreement between Community Energy Operating Company LLC and Community Energy Consolidated LLC "on behalf of all its existing and future direct and indirect subsidiaries." This agreement was approved by the Commission at Docket No. G-2022-3032856.

Energy Center Retailco LLC will use the equipment and facilities of Energy Center Pittsburgh.

Mark Schneider, Vice President of Energy Center Retailco LLC, is also the Northeast Regional General Manager of Cordia, which includes Energy Center Harrisburg LLC and Energy Center Pittsburgh LLC. As a result, he has experience contracting for supply and with Commission regulatory oversight. He also has experience overseeing Cordia's combined heat and power operations at Duquesne University and Energy Center Paxton LLC. His LinkedIn biography is included in **Attachment 8**.

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): Applicant will be primarily serving one large commercial customer, with any remaining electricity being sold to affiliates. Therefore, Applicant expects marketing activities will be minimal.

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.

As discussed above, marketing activities are expected to be minimal. To the extent that it conducts marketing activities, Energy Center Retailco LLC is committed to marketing its products and services in an ethical manner.

Energy Center Retailco LLC will use the following methods to ensure that all marketing will be performed ethically:

Compliance with laws and regulations: We will comply with all applicable laws and regulations governing marketing practices for electric generation suppliers in Pennsylvania. This includes but is not limited to laws related to advertising, consumer protection, data privacy, and fair competition.

Truthful and accurate information: All marketing materials will be truthful and accurate; materials will not contain any false or misleading statements.

No misleading or deceptive claims: Marketing materials will not make any misleading or deceptive claims; we will not exaggerate the benefits of our product or service or create the impression that a product or service is something it is not.

Energy Center Retailco LLC believes that ethical marketing is essential to building trust with our customers and creating a sustainable business. We are committed to upholding the highest ethical standards in all of our marketing activities.

- 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.

Boyd Nelson, Vice President and Treasurer
Mr. Nelson's LinkedIn biography is included in **Attachment 8**.

Mark Schneider, Vice President
Mr. Schneider's LinkedIn biography is included in **Attachment 8**.

Rich Freed, Secretary
Mr. Freed's LinkedIn biography is included in **Attachment 8**.

- 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.

Not applicable; Applicant is not proposing to serve residential and/or small commercial customers.

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.

X AGREED

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

- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
- Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
- The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
- Net Metering Reports: Applicant shall be responsible to report any Net Metering per the Standards on http://www.puc.pa.gov/consumer_info/electricity/alternative_energy.aspx. Scroll down to the Net Metering Standards Section.
- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis per 52 Pa. Code § 54.39(d).
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

X AGREED

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

X AGREED

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

X ACKNOWLEDGED

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

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
 PAYMENT HAS BEEN MADE BY CREDIT CARD.

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.

Please see **Attachment 9**.

- 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.

Please see **Attachment 10**.

12. NEWSPAPER PUBLICATIONS

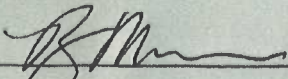
Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

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. will be rejected.** For more information, see 52 Pa. Code § 54.35.

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.

Newspaper notices will be published when a docket number is assigned, and Applicant will file proof of publication with the Secretary's Bureau.

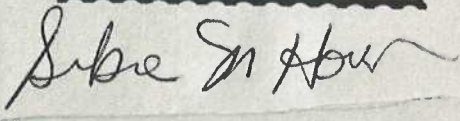
13. SIGNATURE

Applicant: 

By: Boyd Nelson

Title: VICE PRESIDENT & TREASURER



x 

ATTACHMENT 1



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

October 3, 2023

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

Entity Name: Energy Center Retailco LLC
Entity File Date: October 3, 2023
Entity Number: 0013605070
Filing Type: Foreign Limited Liability Company

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

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

Beginning in 2025, annual reports are required for all domestic filing entities, limited liability general partnerships and registered foreign associations. More information will be forthcoming from the Bureau. However, to ensure that you receive notice of how and when to make annual reports, keep all information on file with the Bureau up-to-date, particularly registered office address.



0013605070



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

Pennsylvania Department of State

-FILED-

File #: 0013605070
 Date Filed: 10/3/2023

B0613-5001 10/03/2023 8:00 AM Received by Pennsylvania Department of State

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

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

Foreign Business Type

Filing type

Foreign Limited Liability Company

LLC filing type

Limited Liability Company

Association Name

The full and proper name of the foreign association as registered in its jurisdiction of formation is

Energy Center Retailco LLC

Business name in Pennsylvania

Energy Center Retailco LLC

Effective Date

The filing shall be effective when filed with the Department of State

Additional information

Jurisdiction of Formation

DELAWARE

Select one of the following

The association may not have series.

The street address of the association's principal office.

Principal Office Address

ONE EAST WASHINGTON STREET
 SUITE 430
 PHOENIX, AZ 85004

The mailing address of the association's principal office.

Mailing Address

ONE EAST WASHINGTON STREET
 SUITE 430
 PHOENIX, AZ 85004

Home Jurisdiction Addresses

Select one

The association's home jurisdiction does not require the association to maintain a street and mailing address in that jurisdiction.

Registered Office

The name of the commercial registered office provider and the county of venue is

CT Corporation System

Commercial Registered Office Provider

Venue and Publication County

DAUPHIN

Additional provisions, if any

Additional provisions

I qualify for a veteran/reservist-owned small business fee exemption (see help)

Electronic Signature

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

Full Name	Title	Date
Richard H. Freed	Secretary	10/02/2023

ATTACHMENT 2A

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ENERGY CENTER RETAILCO LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2023, AT 10:11 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

7591762 8100
SR# 20233095843

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

Authentication: 203836838
Date: 07-27-23

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:11 AM 07/27/2023
FILED 10:11 AM 07/27/2023
SR 20233095843 - File Number 7591762

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is Energy Center Retailco LLC

2. The Registered Office of the limited liability company in the State of Delaware is located at 1209 Orange Street _____ (street), in the City of Wilmington _____, Zip Code 19801 _____. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is The Corporation Trust Company _____

By: Richard H. Freed
Authorized Person

Name: Richard Freed
Print or Type

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENERGY CENTER RETAILCO LLC" 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 TWENTY-SEVENTH DAY OF JULY, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



7591762 8300

SR# 20233098554

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203838463

Date: 07-27-23

ATTACHMENT 3

ATTACHMENT 4

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In re: Application of Energy Center Retailco LLC :
for Approval to Offer, Render, Furnish or Supply :
Electricity or Electric Generation Service as a : Docket No. A-2023-_____
Supplier of Electricity to the Public in the :
Commonwealth of Pennsylvania :

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing **Application of Energy Center Retailco LLC for a License as an Electric Generation Supplier, together with all Non-Confidential Attachments**, upon the following, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

VIA FIRST CLASS MAIL:

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

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


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

Pennsylvania Department of Revenue
Bureau of Compliance
P.O. Box 231230
Harrisburg, PA 17128-1230

Office of Small Business Advocate
555 Walnut Street
Forum Place, 1st Floor
Harrisburg, PA 17101-1923

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

DATED: October 26, 2023



Jonathan P. Nase, Esquire
Counsel for *Energy Center Retailco LLC*

ATTACHMENT 8

Contact

www.linkedin.com/in/mark-schneider-410009bb (LinkedIn)

Top Skills

Mechanical Engineering
Project Management
Project Engineering

Certifications

PMP

Mark Schneider

Northeast Regional General Manager - Cordia
Pittsburgh, Pennsylvania, United States

Experience

Cordia
Northeast Regional General Manager
October 2022 - Present (1 year 1 month)
Pittsburgh, Pennsylvania, United States

Clearway Community Energy
3 years 3 months

General Manager
October 2021 - October 2022 (1 year 1 month)
Pittsburgh, Pennsylvania, United States

Engineering Manager, Business Development
August 2019 - October 2021 (2 years 3 months)
Greater Pittsburgh Area

DTE Energy
Senior Capital Project Manager
January 2018 - August 2019 (1 year 8 months)
Canonsburg, Pennsylvania

ATI Powder Metals
Capital Project Manager
May 2017 - January 2018 (9 months)
Oakdale Pennsylvania

IMG Midstream
Manager of Engineering
January 2015 - January 2017 (2 years 1 month)

Bechtel Marine Propulsion Corporation
Mechanical Engineer
August 2012 - January 2015 (2 years 6 months)
West Mifflin, Pennsylvania

Education

Carnegie Mellon University - Tepper School of Business
Master of Business Administration - MBA · (2018 - 2020)

Penn State University
Bachelor's degree, Mechanical Engineering · (2008 - 2012)

Penn State University
Bachelor's degree, Nuclear Engineering · (2008 - 2012)

Contact

www.linkedin.com/in/boyd-nelson-878b264 (LinkedIn)

Top Skills

Mergers & Acquisitions

Financial Modeling

Investment Banking

Boyd Nelson

Engaged in delivering efficient, reliable and sustainable energy solutions

Las Vegas, Nevada, United States

Summary

Experienced energy infrastructure professional in pursuit of strategic, sustainable growth. Steeped in Corporate Finance, Organizational Leadership, Strategy, M&A, Capital Markets, and Business Management.

Experience

Cordia

Chief Financial Officer

August 2022 - Present (1 year 2 months)

Phoenix, Arizona, United States

Oversee all financial functions for the company, including finance, accounting, audit, treasury services, budget and financial planning. Direct the company's growth strategy, including the execution of financing for growth projects.

Southwest Gas Corporation

5 years 5 months

Vice President, Strategy and Investor Relations

January 2022 - August 2022 (8 months)

Las Vegas, Nevada Area

Execute company strategic growth initiatives and oversee external communications with public investors.

Vice President, Strategy and Corporate Development

April 2017 - January 2022 (4 years 10 months)

Las Vegas, Nevada Area

Develop, communicate, execute and sustain strategic growth initiatives. Oversee corporate development and supply chain functions. Advise senior executives and board of directors on growth opportunities, competitive landscape, business mix, M&A and other strategic matters.

Scotiabank

Co-head, U.S. Power & Utilities Investment Banking

April 2010 - April 2017 (7 years 1 month)

Greater New York City Area

Originate and execute investment banking transactions on behalf of Scotiabank's U.S. power and utility clients. Work focuses on cross-border opportunities between the U.S. and Canada as well as U.S.-based transactions involving power generation and utility systems at both the corporate and asset level.

New Harbor Incorporated

Director

August 2003 - June 2010 (6 years 11 months)

Strategic and financial advisory work, including mergers & acquisitions in the Energy and Utilities industries.

Societe Generale

Analyst

July 2001 - July 2003 (2 years 1 month)

Mergers and acquisitions advisory in the North American Power and Natural Gas Utilities space.

Education

Yale University

B.A., Economics · (1995 - 2001)

Contact

www.linkedin.com/in/richfreed
(LinkedIn)

Top Skills

Energy
Renewable Energy
Commodity Markets

Rich Freed

General Counsel Cordia
Bellaire, Texas, United States

Summary

Skilled and industrious energy lawyer with extensive experience in wholesale and retail energy, renewable energy, power plant operation and maintenance, mergers and acquisitions, supply chain, and other commercial transactions. Excellent team player and communicator. Graduated from Duke University School of Law.

Experience

Cordia
General Counsel
October 2022 - Present (1 year)
Phoenix, Arizona, United States

Clearway Energy, Inc.
Senior Counsel
January 2019 - October 2022 (3 years 10 months)

NRG Energy
Assistant Regional General Counsel
December 2010 - January 2018 (7 years 2 months)
Houston, Texas Area

Gexa Energy
Senior Attorney
January 2007 - October 2010 (3 years 10 months)
Houston, Texas Area

Enron
Assistant General Counsel
October 1999 - December 2006 (7 years 3 months)

Education



Duke University School of Law
Juris Doctor

Duke University School of Law
Doctor of Law - JD, Law

University of Maryland College Park
Bachelor of Science (BS)

ATTACHMENT 9

Appendix A
APPLICATION AFFIDAVIT

State of Arizona :

: ss.

County of Maricopa

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

He is the Vice President and Treasurer (Office of Affiant) of Energy Center Retailco LLC (Name of Applicant);] Boyd Nelson

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

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

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

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

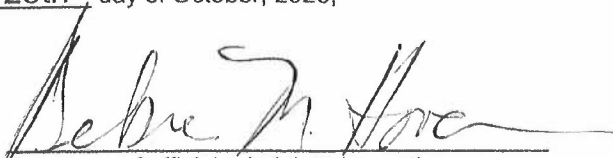
That the Applicant herein Energy Center Retailco LLC acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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



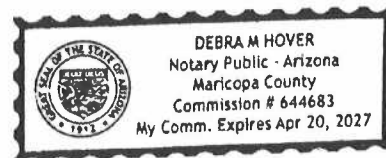
Signature of Affiant

Sworn and subscribed before me this 25th day of October, 2023,



Signature of official administering oath
Debra M. Hover

My commission expires 4/20/2027



ATTACHMENT 10

Appendix B

OPERATIONS AFFIDAVIT

State of Arizona :

ss.

County of Maricopa :

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

He is the Vice-President and Treasurer (Office of Affiant) of Energy Center Retailco LLC;
(Name of Applicant);]

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

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

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

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

Appendix B (Continued)

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

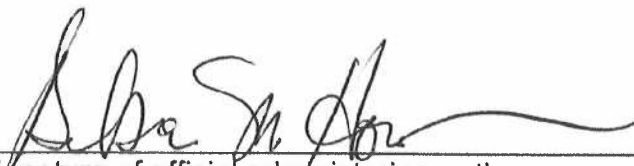
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Bureau of Public Liaison or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the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

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



Signature of Affiant

Sworn and subscribed before me this 25th day of October, 2023.



Signature of official administering oath
Debra M. Hover

My commission expires 4/20/2027.

