

The Public Utilities Commission of Ohio

FILE

12

PUCO USE ONLY		
Date Received	Case Number	Version
	10-0041-EL-AGG	August 2004

## CERTIFICATION APPLICATION FOR AGGREGATORS/POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-5 Experience). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

This PDF form is designed so that you may input information directly onto the form.  
You may also download the form, by saving it to your local disk, for later use.

### A. APPLICANT INFORMATION

#### A-1 Applicant's legal name, address, telephone number and web site address

Legal Name First Innovative Power, Inc.  
Address 810 South Hwy. 6 Suite # 115 Houston, Texas 77079.  
Telephone # (832) 300-7300 Web site address (if any) www.firstinnovativepower.com

#### A-2 List name, address, telephone number and web site address under which Applicant will do business in Ohio

Legal Name First Innovative Power, Inc.  
Address 810 South Hwy. 6 Suite # 115 Houston, Texas 77079.  
Telephone # (832) 300-7300 Web site address (if any) www.firstinnovativepower.com

#### A-3 List all names under which the applicant does business in North America

<u>Richard Faas</u>	<u>Vickers Power, L.L.C.</u>
<u>Harrison Vickers</u>	
<u>First Innovative Power, Inc.</u>	

#### A-4 Contact person for regulatory or emergency matters

Name Richard Faas  
Title CEO

RECEIVED-DOCKETING DIV  
PUCO  
2010 JAN 12 PM 1:34

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business  
Technician DR Date Processed 1/12/2010

Business address 810 South Hwy 6 Suite # 115 Houston, Texas 77079.

Telephone # (830) 765-1106

Fax # (281) 966-6952

E-mail address (if any) richardf@firstinnovativepower.com

**A-5 Contact person for Commission Staff use in investigating customer complaints**

Name Carmen Faas

Title Managing Director

Business address 810 South Hwy 6 Suite #115 Houston, Texas 77079

Telephone # (713) 471-5574

Fax # (281) 966-6952

E-mail address (if any) carmen@firstinnovativepower.com

**A-6 Applicant's address and toll-free number for customer service and complaints**

Customer Service address 810 South Hwy 6 Suite # 115 Houston, Texas 77079

Toll-free Telephone # \_\_\_\_\_

Fax # (281) 966-6952

E-mail address (if any) pricing@firstinnovative.com

**A-7 Applicant's federal employer identification number # 262673738**

**A-8 Applicant's form of ownership (check one)**

☐ Sole Proprietorship

☐ Partnership

☐ Limited Liability Partnership (LLP)

☐ Limited Liability Company (LLC)

☒ Corporation

☒ Other Teaming Agreement creating a Joint Venture

**A-9 (Check all that apply) Identify each electric distribution utility certified territory in which the applicant intends to provide service, including identification of each customer class that the applicant intends to serve, for example, residential, small commercial, mercantile commercial, and industrial. (A mercantile customer, as defined in (A) (19) of Section 4928.01 of the Revised Code, is a commercial customer who consumes more than 700,000 kWh/year or is part of a national account in one or more states).**

☐ First Energy

☐ Ohio Edison

☐ Toledo Edison

☐ Cleveland Electric Illuminating

☐ Cincinnati Gas & Electric

☐ Monongahela Power

☐ American Electric Power

☐ Ohio Power

☐ Columbus Southern Power

☐ Dayton Power and Light

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☒ Commercial

☒ Commercial

☒ Commercial

☒ Commercial

☒ Commercial

☒ Commercial

☒ Commercial

☒ Commercial

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

- A-10** Provide the approximate start date that the applicant proposes to begin delivering services

January 30, 2010

**PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:**

- A-11** **Exhibit A-11 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-12** **Exhibit A-12 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers and companies that aggregate customers in North America.
- A-13** **Exhibit A-13 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-14** **Exhibit A-14 "Articles of Incorporation and Bylaws,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the Applicant is incorporated and any amendments thereto.
- A-15** **Exhibit A-15 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

**B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE**

**PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:**

- B-1** **Exhibit B-1 "Jurisdictions of Operation,"** provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services including aggregation services.
- B-2** **Exhibit B-2 "Experience & Plans,"** provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

**A-11 PRINCIPAL OFFICERS, DIRECTORS, AND PARTNERS**

The Chief Executive Officer of First Innovative Power, Inc. is Richard Faas, and Mr. Faas chairs the Executive Committee of the Joint Venture, First Innovative Power/ Vickers Power, that will serve The Scotts Company in Ohio as energy consultants. The other members of the Executive Committee are Harrison Vickers, General Counsel of Vickers Power, and Gerald Ashbrook, the Chief Financial Officer of Vickers Power. Names, offices, phone numbers, and addresses are set out below:

Mr. Richard Faas, CEO of First Innovative Power, Inc.; 810 S. Highway 6, Houston, Texas 77079; tel. (830) 765-1106; fax (281)966-6952; e-mail . Mr.  
Harrison Vickers, General Counsel of Vickers Power, L.L.C., 100 Brookside, Dripping Springs, Texas 78620; tel. (512) 858-0011; fax (713) 729-7706; e-mail . Mr.  
Gerald Ashbrook, Chief Financial Officer of Vickers Power, L.L.C., 100 Brookside, Dripping Springs, Texas 78620; tel. (512) 858-0011; fax (928) 833-0900; e-mail .

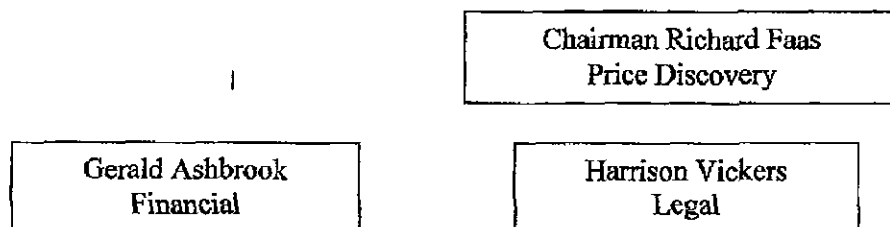
There are no other principal partners that own or control more than 10% of their respective companies or who will serve the Scotts Company in Ohio.

### **A-12 CORPORATE STRUCTURE**

First Innovative Power/Vickers Power are extremely proud to have been selected to be energy advisors to The Scotts Company of Marysville, Ohio. Due to the outstanding history of The Scotts Company for service, development of technology, and integrity, First Innovative Power/Vickers Power will assign only its best and most senior staff to the management of this project that will be structured as an Executive Committee led by Mr. Richard Faas, one of the most respected executives in the power industry. Harrison Vickers will be a member of the Executive Committee, and Mr. Vickers is one of the leading environmental attorneys in the United States as well as one of the most experienced attorneys in the drafting and interpretation of energy contracts. Gerald Ashbrook is a licensed Certified Public Accountant, and over the last thirty plus years, he has created some of the most admired financial structures in the purchase and sale of natural gas. The balance of the consulting organization will be composed of necessary staff and administrative personnel.

The Joint Venture does not have affiliate or subsidiary companies that retail or wholesale energy to individual or aggregated customers in North America. One of the core beliefs of this project is that The Scotts Company cannot be properly served by advisors that have vested interests in retail, wholesale, or commodity businesses.

### **GRAPHIC DEPICTION**



### **A-13 COMPANY HISTORY**

Richard Faas is the founder and sole shareholder of First Innovative Power, Inc. a company he formed after years of successful experience in the energy procurement industry. At the heart of all energy acquisition is the cost of energy, and Mr. Faas has shown an uncanny ability to locate and lockdown the lowest cost of electricity and natural gas for his customers. As energy has become more expensive and complex, First Innovative Power has gathered the experts in other disciplines to round out the capabilities required for first-class energy advice, but Richard Faas has written the book on energy procurement and that book starts with a chapter on a low price capture of electricity or natural gas. Other details of contracts for energy are important as will be discussed below, however, the discovery of the best possible price is where the process begins, and Richard Faas has distinguished himself in such price discovery competitions.

The historic teaming agreement of 2008 between First Innovative Power and Vickers Power adds the other items required for a truly successful energy acquisition. Of course those elements are a genuine understanding of the legal elements included in energy documents as well as the financial knowledge of energy acquisitions to insure full value. Harrison Vickers, General Counsel of Vickers Power, is recognized as one of the finest legal minds in the industry. Not only has Mr. Vickers successfully prepared and responded to public bids for electricity by the State of Texas and the United States Department of Defense, he has pioneered market designs that have led to increased market shares for major suppliers. Gerald Ashbrook is a Certified Public Accountant that has had specific experience with the sale, purchase, and transportation of natural gas. His contributions to the operation of the First Innovative/Vickers Power teaming agreement are both valuable and practical. The teaming agreement also allows customers to earn HUB (WMBE) credits on the buys of energy made.

For the past two years, First Innovative Power and Vickers Power have operated together on behalf of government subdivisions (references available) in the Houston area, the South Texas area, and the Trans-Pecos region of West Texas (ERCOT). The companies are also registered in the NYISO part of New York City as well as register able in all national Independent Service Organizations of the country.

**B-3** **Exhibit B-3 "Summary of Experience,"** provide a concise summary of the applicant's experience in providing aggregation service(s) including contracting with customers to combine electric load and representing customers in the purchase of retail electric services. (e.g. number and types of customers served, utility service areas, amount of load, etc.).

**B-4** **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

**B-5** Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No            ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-5 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

**B-6** Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service including aggregation service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ No            ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

## **C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE**

**PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:**

**C-1** **Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why.

**C-2** **Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.

- C-3** **Exhibit C-3 “Financial Statements,”** provide copies of the applicant’s two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business.
- C-4** **Exhibit C-4 “Financial Arrangements,”** provide copies of the applicant's financial arrangements to conduct CRES as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.,).
- C-5** **Exhibit C-5 “Forecasted Financial Statements,”** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant’s CRES operation, along with a list of assumptions, and the name, address, e-mail address, and telephone number of the preparer.
- C-6** **Exhibit C-6 “Credit Rating,”** provide a statement disclosing the applicant’s credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody’s Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant’s parent or affiliate organization that guarantees the obligations of the applicant.
- C-7** **Exhibit C-7 “Credit Report,”** provide a copy of the applicant’s credit report from Experian, Dun and Bradstreet or a similar organization.
- C-8** **Exhibit C-8 “Bankruptcy Information,”** provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.



**C 1-7:**

First Innovative Power, Inc. and Vickers Power, L.L.C. ("the Companies") are small closely-held corporations, and as such do not publish Annual Statements or are required to file any regulatory financial documents. In the work that will be performed in Ohio, the Companies will not take or hold deposits or bill any members of the public for the acquisition of electric power. The Companies anticipate the planning of electric power procurement for the Scotts Company in Ohio and other jurisdictions of electric power required for Scotts' operations. For such consultations, First Innovative Power and Vickers Power will receive fees only, and the Companies' credit will not support or inhibit any expected transaction. Of course, if there is any change to such expectations, the Public Utility Commission will be notified immediately through amended filings.

**C8:** First Innovative Power, Inc. and Vickers Power, L.L.C. has never sought the protection of a Bankruptcy Court in any form at any time. The same statement is true of any individual or other entity connected to either company.

- C-9 Exhibit C-9 "Merger Information," provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application.

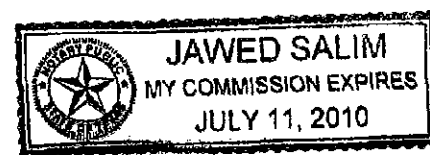
Managing Director  
Signature of Applicant & Title

Sworn and subscribed before me this 2nd day of December, 2009  
Month Year

JAWED SALIM  
Signature of official administering oath

JAWED SALIM  
Print Name and Title

My commission expires on 7-11-2010



# **AFFIDAVIT**

State of Texas :

Houston ss.  
(Town)

County of Harris :

Carmen Fraz, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the Managing Director (Office of Affiant) of First Innovative Power Inc. (Name of Applicant);

That he/she is authorized to and does make this affidavit for said Applicant,

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.
2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.
3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.
4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.
5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.
6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
7. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

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 any hearing hereof.

J. Managing Director  
Signature of Affiant & Title

Sworn and subscribed before me this 2nd day of Dec., 2009  
Month Year

JAWED SALIM  
Signature of official administering oath

JAWED SALIM  
Print Name and Title

My commission expires on 7-11-2010

