



# Reliable Power

Alternatives Corporation

41

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PUCO

December 6, 2011

Public Utilities Commission of Ohio  
Docketing Division 13<sup>th</sup> Floor  
180 East Broad Street  
Columbus, OH 43215-3793

11-5914-EL-AGG

Re: Reliable Power Alternatives Corporation  
Certification Application for Aggregators/Power Brokers

Dear Sir/Madam:

Please find enclosed on behalf of Reliable Power Alternatives Corporation the following:

- one original notarized Certification Application for Aggregators/Power Brokers with all attachments
- ten copies of the above

Sincerely,

John Martorella  
President



Enclosure

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 SM Date Processed DEC 09 2011



*The Public Utilities Commission of Ohio*

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

11-5914

## **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 Reliable Power Alternatives Corp.  
Address 100 Garden City Plaza, Suite 410, Garden City, NY 11530  
Telephone # (516) 228-8000 Web site address (if any) www.rpac.net

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

Legal Name Reliable Power Alternatives Corp.  
Address 100 Garden City Plaza, Suite 410, Garden City, NY 11530  
Telephone # (516) 228-8000 Web site address (if any) www.rpac.net

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

Reliable Power Alternatives Corp.  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

Name John Martorella  
Title President

Business address 100 Garden City Plaza, Suite 410, Garden City, NY 11530  
Telephone # (516) 228-8000 Fax # (516) 228-8005  
E-mail address (if any) jmartorella@rpac.net

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

Name John Martorella  
Title President  
Business address 100 Garden City Plaza, Suite 410, Garden City, NY 11530  
Telephone # (516) 228-8000 Fax # (516) 228-8005  
E-mail address (if any) jmartorella@rpac.net

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

Customer Service address 100 Garden City Plaza, Suite 410, Garden City, NY 11530  
Toll-free Telephone # (888) 393-6686 Fax # (516) 228-8005  
E-mail address (if any) \_\_\_\_\_

**A-7 Applicant's federal employer identification number # 113591157**

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

- |  |  |
|--|--|
| <input type="checkbox"/> Sole Proprietorship                 | <input type="checkbox"/> Partnership                     |
| <input type="checkbox"/> Limited Liability Partnership (LLP) | <input type="checkbox"/> Limited Liability Company (LLC) |
| <input checked="" type="checkbox"/> Corporation              | <input type="checkbox"/> Other _____                     |

**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).**

- |   |                                      |  |  |  |
|---|--------------------------------------|--|--|--|
| <input checked="" type="checkbox"/> First Energy              |                                      |  |  |  |
| <input type="checkbox"/> Ohio Edison                          | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input type="checkbox"/> Toledo Edison                        | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input type="checkbox"/> Cleveland Electric Illuminating      | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Cincinnati Gas & Electric | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Monongahela Power         | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> American Electric Power   |                                      |  |  |  |
| <input type="checkbox"/> Ohio Power                           | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input type="checkbox"/> Columbus Southern Power              | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Dayton Power and Light    | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |

- A-10 Provide the approximate start date that the applicant proposes to begin delivering services  
January 1, 2012

**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.

**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-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.

[Signature], PRESIDENT  
Signature of Applicant & Title

Sworn and subscribed before me this 5 day of December, 2011  
Month Year

[Signature]  
Signature of official administering oath

Alexandra Waldman  
Print Name and Title

My commission expires on 7-20-2014

---

Alexandra Waldman  
Notary Public State of New York  
Qualified in Nassau County  
No. 0196166010329  
Commission Expires 7-20-2014

[Signature]

# **AFFIDAVIT**

State of New York :

Garden City ss.  
(Town)

County of Nassau :

John Martorella, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the President (Office of Affiant) of Reliable Power Alternatives, Corp. (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.

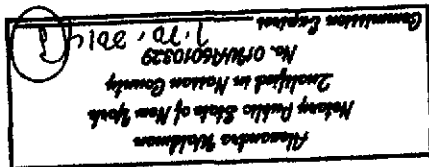
[Signature], PRESIDENT  
Signature of Alliant & Title

Sworn and subscribed before me this 5 day of December, 2011  
Month Year

[Signature]  
Signature of official administering oath

Alexandra Waldman  
Print Name and Title

My commission expires on 1-20-2014



## **Exhibit A-11**

### **Principal Officers, Directors, & Partners**

John Martorella  
President  
100 Garden City Plaza, Suite 410  
Garden City, NY 11530

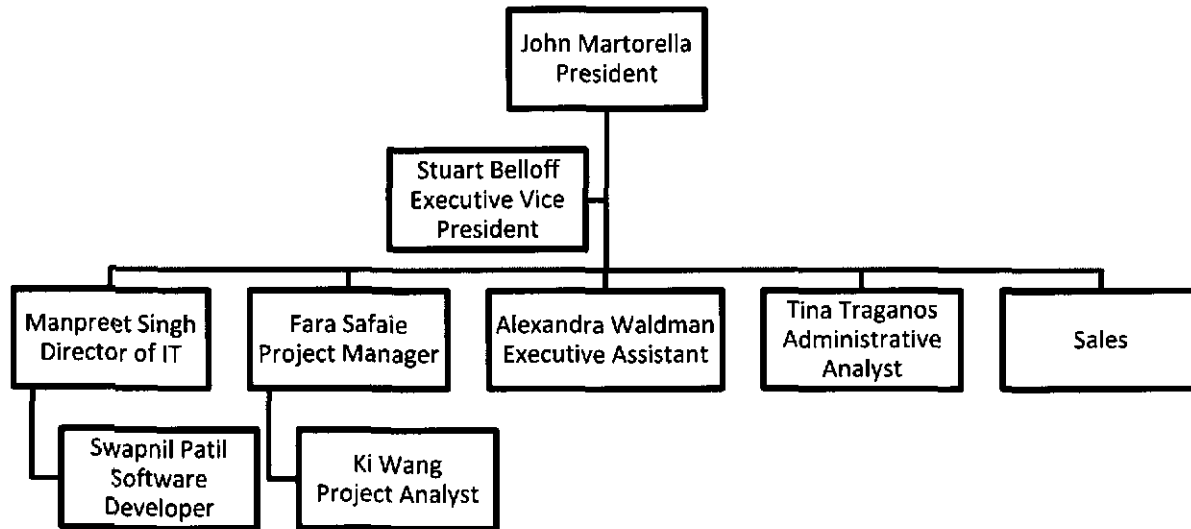
Stuart A. Belloff  
Executive Vice President  
100 Garden City Plaza, Suite 410  
Garden City, NY 11530

Gunther Barsch  
Partner  
100 Garden City Plaza, Suite 410  
Garden City, NY 11530

## Exhibit A-12

### Corporate Structure

#### Reliable Power Alternatives Corp.



Energy Suppliers:  
Direct Energy

## **Exhibit A-13**

### **Company History**

Reliable Power Alternatives Corp. (RPAC) was formed on February 8, 2001 under the name of Switchuson Inc. A certificate of amendment changing its name to Reliable Power Alternatives Corp. was filed on December 10, 2001.

RPAC is a company of energy consultants that specializes in tracking energy market trends and represents its clients' interests to all legitimate third party energy suppliers. RPAC's success is predicated on its knowledge of the energy markets and dedication to its clients.

Below is a brief biography of key personnel:

#### **John R. Martorella**

Mr. Martorella has over 20 years experience in the power industry and has served as President and Chief Executive Office at RPAC since its inception in February 2001. Prior to RPAC, Mr. Martorella established Power Concepts International, Inc. (PCI) in 1996 where he served as President. The primary focus of PCI was to work with investors and power producers/developers in the emerging markets of the power industry. Any ongoing efforts of PCI were subsequently integrated into RPAC. From 1995 through 2001, he served as Chief Operating Officer for Ingenious Designs, LLC, a firm that specializes in manufacturing and marketing of consumer goods. Prior to that, Mr. Martorella spent five years with Fortistar Capital Corporation and its predecessor company, Commercial Union Capital Corporation ("CU"). CU was the financial services subsidiary of British based Commercial Union Assurance, an \$11 billion worldwide insurance company. There he served as Managing Director and Executive Vice President. Prior to his tenure at CU, Mr. Martorella spent ten years at Trigen Energy Corporation and had executive oversight on many of the companies' largest development deals. Trigen was traded on the New York Stock Exchange for a time and had assets of over \$425 million and annual revenue of over \$200 million. Prior to joining Trigen, Mr. Martorella spent two years at Brookhaven National Labs working in the Center for Economic Analysis for Energy Systems where he studied incremental cost pricing for electric utilities. Mr. Martorella holds a Masters degree from SUNY Stony Brook and a Bachelors degree in science from Marlboro College.

#### **Stuart A. Belloff**

Mr. Belloff serves as Executive Vice President of RPAC and brings a diversified and progressive knowledge of Technology and Management skills.

Mr. Belloff commenced his technical career at General Instruments in 1981 and was selected by Grumman Data Systems to be a Senior Programmer Analyst for the New York State Welfare System project. In 1983, he founded and served as Executive Vice-President of Datatech Inc., an Application Development organization. In 1991 Datatech merged with Microconnections where Mr. Belloff established the Applications Development and Sales Division. In 1993, he co-founded and was President of Comptech Resources, an Internet Development and Disaster Recovery Company, until it was acquired by 5B Technologies, Inc. in 1998. 5B Technologies Inc. named Mr. Belloff Executive Vice-President/Chief Technical Officer. Mr. Belloff has and continues to develop online energy applications and strategies that clients utilize on a daily basis. Such software streamlines the auditing, tracking and analysis of energy procurement and helps create a focused and profitable energy management strategy.

**Exhibit A-14**

**Articles of Incorporation and Bylaws**

See attached

**State of New York**  
**Department of State** } ss:

I hereby certify, that the Certificate of Incorporation of RELIABLE POWER ALTERNATIVES CORP. was filed on 02/08/2001, under the name of SWITCHUSON INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment SWITCHUSON INC., changing its name to RELIABLE POWER ALTERNATIVES CORP., was filed 12/10/2001.

The Biennial Statement is past due.



\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 24th day of June two  
thousand and eleven.*

A handwritten signature in dark ink, appearing to read "Neil [unclear]", is written over a faint circular outline.

*First Deputy Secretary of State*

CERTIFICATE OF INCORPORATION  
OF  
SWITCHUSON INC.

Filed by:

Paul F. Belloff, P.C.  
400 Garden City Plaza  
Suite 810  
Garden City, New York 11530

## CERTIFICATE OF INCORPORATION

### SWITCHUSON INC.

Under Section 402 of the Business Corporation Law.

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify and set forth:

FIRST: The name of the corporation is SWITCHUSON INC.

SECOND: The purposes for which the corporation is formed are:

To engage in any lawful act or activity for which corporations may be organized under the business corporation law, provided that the corporation is not formed to engage in any act or activity which requires the act or approval of any state official, department, board, agency or other body without such approval or consent first being obtained.

To establish, maintain and conduct a general service organization for the purpose of buying and selling electric power and energy related systems. To maintain executive and operating personnel for the purpose of buying and selling electric power and energy related systems. Generally to do everything ordinarily done by those engaged in a similar line of business including owning, buying, selling, renting, leasing and otherwise dealing with and disposing of any and all equipment, materials, supplies and accessories necessary to conduct the foregoing, and to dispose of all real and personal property.

To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, or in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal and mixed property of any



and all kinds, together with the components, resultants, and by-products thereof.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any state, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and goodwill of any persons, firms, associations or corporations.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all rights, powers and privileges granted or permitted to a corporation by such statute.

**THIRD:** The office of the corporation is to be located in the County of Nassau, State of New York.

**FOURTH:** The aggregate number of shares which the corporation shall have the authority to issue is Two Hundred (200), all of which shall be without par value.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served on him is:

960 Railroad Avenue  
Woodmere, New York 11598

SIXTH: The personal liability of directors to the corporation or its shareholders for damages for any breach of duty in such capacity is hereby eliminated except that such personal liability shall not be eliminated if a judgment or other final adjudication adverse to such director establishes that his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or that his acts violated Section 719 of the Business Corporation Law.

IN WITNESS WHEREOF, this certificate has been subscribed to this 7th day of February, 2001 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



---

GERALD WEINBERG  
90 State Street  
Albany, New York

## **Certificate of Amendment of the Certificate of Incorporation of**

**SWITCHUSON INC.**  
*under Section 805 of the Business Corporation Law*

**IT IS HEREBY CERTIFIED THAT:**

*(1) The name of the corporation is* **SWITCHUSON INC.**

*(2) The certificate of incorporation was filed by the department of state on the* **8** *day*  
*of* **February** **28** **2001**

*(3) The certificate of incorporation of this corporation is hereby amended to effect the following change:*

The name of the corporation is **RELIABLE POWER ALTERNATIVES CORP.**

(4) The amendment to the certificate of incorporation was authorized:

\* first, by vote of the board of directors.


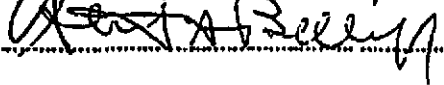
~~\* first, by unanimous written consent of all the directors.~~

\* and then at a meeting of shareholders by vote of a majority of all the outstanding shares entitled to vote thereon.

~~\* and then by unanimous written consent of the holders of all the outstanding shares entitled to vote thereon.~~

~~\* and then at a meeting of shareholders by vote of a majority of all the outstanding shares entitled to vote thereon as required by the certificate of incorporation.~~

IN WITNESS WHEREOF, this certificate has been subscribed this 19 day of November x19 2001  
by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

<u>Type name</u>	<u>Capacity in which signed</u>	<u>Signature</u>
JOHN R. MARTORELLA	President	
STUART A. BELLOFF	Secretary	

---

**Certificate of Amendment of the Certificate of Incorporation of**  
**SWITCHLISON INC.**

*under Section 805 of the Business Corporation Law*

---

**Filed By:** PAUL F. BELLOFF, P.C.

**Address:** 400 Garden City Plaza  
Garden City, N.Y. 11530

**Exhibit A-15**

**Secretary of State**

See attached from the Ohio Secretary of State:

FOREIGN LICENSE/FOR PROFIT



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/20/2011	201120000949	FOREIGN LICENSE/FOR-PROFIT (FLF)	125.00	.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

RELIABLE POWER ALTERNATIVES CORP.  
100 GARDEN CITY PLAZA STE 410  
GARDEN CITY, NY 11530

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**

**2035305**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**RELIABLE POWER ALTERNATIVES CORP.**

and, that said business records show the filing and recording of:

Document(s)  
**FOREIGN LICENSE/FOR-PROFIT**

Document No(s):  
**201120000949**

Authorization to transact business in Ohio is hereby given, until surrender, expiration or  
cancellation of this license.



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 18th day of July, A.D.  
2011.

*Jon Husted*

Ohio Secretary of State

## **Exhibit B-1**

### **Jurisdictions of Operation**

Reliable Power Alternatives Corp. is registered/licensed as energy brokers in the following states:

- Illinois
- Massachusetts
- Maryland
- New Jersey
- Pennsylvania
- District of Columbia



## **Exhibit B-2**

### **Experience & Plans**

Reliable Power Alternatives Corporation ("RPAC") is a consulting/advisory group focused on managing energy procurement for large commercial, industrial, big box retailers, municipalities, not-for-profits, healthcare and cultural users of energy.

Reliable Power Alternatives Corp.'s primary objective is to capitalize on opportunities in a deregulated electric market. With its key executives having over 40 years combined experience in the power industry, and established relationships with other leading energy professionals and major power marketers, RPAC is poised to provide the flexibility necessary to customize solutions that best serve our client's individual needs and preferences for energy commodities and services.

We represent the interests of the buyers of energy in the marketplace. Since we deal with all national energy suppliers, we know and have extensive experience with all products, contracts, etc. that are available in the deregulated markets. We operate in most of the deregulated states. Along with our energy procurement work, we also provide online reporting tools, which are available to our customers as well as ongoing consulting services as part of our package. Bottom line, we manage risk, mitigate cost and save our customers a significant amount of money.

Other services we provide include: Demand Response bidding (in NY) on behalf of clients, sub metering and billing for tenants (through online applications), demand side management, sustainability studies leading to Energy Star and LEEDS qualifications, energy audit and management services.

RPAC does not enter into supply contracts directly with customers or provide billing statements. We assist customers in resolving issues with electric suppliers should they arise.

## **Exhibit B-3**

### **Summary of Experience**

**Reliable Power Alternatives, Corp. has provided aggregation services in the following instances:**

- Large retailers in New York
  - o 100 separate entities pooled
  - o 150,000 MWh/year
- Large retailers in New Jersey
  - o 20 separate entities pooled
  - o 70,000 MWh/year

**Exhibit B-4**

**Disclosure of Liabilities and Investigations**

NONE

## Exhibit C-1

### *Annual Reports*

Reliable Power Alternatives, Corp. is not a public company and does not have annual reports.

## **Exhibit C-2**

### **Annual Reports**

Reliable Power Alternatives, Corp. is not a public company and is not required to file 10-K/8-K with the SEC.

**Exhibit C-3**

**Financial Statements**

See attached

**RELAIBLE POWER ALTERNATIVES CORP**  
**Statements of Assets, Liabilities and Stockholders' Equity - Income Tax Basis**  
December 31,

	<u>ASSETS</u>	
	<u>2010</u>	<u>2009</u>
<b>Current assets</b>		
Cash	<u>3,930</u>	<u>9,221</u>
Total current assets	<u>3,930</u>	<u>9,221</u>
<b>Property and equipment</b>		
Machinery, equipment, furniture and fixtures	143,631	87,143
Accumulated depreciation	<u>143,631</u>	<u>87,143</u>
Net book value of property and equipment	<u>0</u>	<u>0</u>
<b>Other assets</b>		
Due from shareholders	<u>730,000</u>	<u>730,000</u>
Total other assets	<u>730,000</u>	<u>730,000</u>
<b>TOTAL ASSETS</b>	<u>733,930</u>	<u>739,221</u>
 <u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
<b>Current liabilities</b>		
Accounts payable	<u>          </u>	<u>          </u>
Total liabilities	<u>0</u>	<u>0</u>
<b>Stockholders' equity</b>		
Capital stock	700,000	700,000
Retained earnings	<u>33,930</u>	<u>39,221</u>
Total stockholders' equity	<u>733,930</u>	<u>739,221</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>733,930</u>	<u>739,221</u>

**RELAIBLE POWER ALTERNATIVES CORP**  
**Statements of Revenue, Expenses and Retained Earnings - Income Tax Basis**  
For The Year Ended December 31,

	<u>2010</u>	<u>2009</u>
<b>Revenues</b>		
Net sales	<u>2,225,340</u>	<u>1,808,601</u>
<b>Expenses</b>		
Selling expenses	1,011,678	707,847
General and administrative expenses	149,675	165,039
Depreciation	<u>56,488</u>	<u>36,343</u>
	<u>1,217,841</u>	<u>909,229</u>
Income before officers salaries and other income	1,007,499	899,372
Officers' salaries	<u>565,990</u>	<u>455,020</u>
Income before taxes	441,509	444,352
Income taxes	<u>1,300</u>	<u>1,000</u>
<b>Net income</b>	440,209	443,352
Retained earnings - beginning	<u>39,221</u>	<u>6,536</u>
	479,430	449,888
Less: Distributions to shareholders	<u>445,500</u>	<u>410,667</u>
Retained earnings - end	<u><u>33,930</u></u>	<u><u>39,221</u></u>



**RELAIBLE POWER ALTERNATIVES CORP**  
**Statements of Cash Flow - Income Tax Basis**  
For The Year Ended December 31,

	<u>2010</u>	<u>2009</u>
<b>Cash flows from operating activities:</b>		
Net income	440,209	443,352
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation & amortization	56,488	36,343
(Increase) decrease in assets		
Increase (decrease) in liabilities		
Net cash provided by operating activities	<u>496,697</u>	<u>479,695</u>
<b>Cash flows from investing activities:</b>		
Additions to property and equipment	<u>(56,488)</u>	<u>(36,341)</u>
Net cash used by investing activities	<u>(56,488)</u>	<u>(36,341)</u>
<b>Cash flows from financing activities:</b>		
Loans from (to) stockholders	0	0
Distributions to shareholders	<u>(445,500)</u>	<u>(410,667)</u>
Net cash used in financing activities	<u>(445,500)</u>	<u>(410,667)</u>
<b>Net increase (decrease) in cash</b>	(5,291)	32,687
Cash - beginning	<u>9,221</u>	<u>(23,466)</u>
Cash - end	<u><u>3,930</u></u>	<u><u>9,221</u></u>
<b>Supplemental disclosures:</b>		
Cash paid during the year for		
Income taxes	1,300	1,000

**RELAIBLE POWER ALTERNATIVES CORP****Schedules of Expenses - Income Tax Basis**

For The Year Ended December 31,

	<u>2010</u>	<u>2009</u>
<b>Selling expenses</b>		
Sales salaries	323,773	169,113
Payroll taxes	50,240	38,659
Employee benefits	60,342	20,750
Sales commissions	274,155	224,683
Software, programming and data services	52,022	28,155
Auto expenses	31,621	30,873
Marketing materials and expenses	62,236	38,604
Meetings and conferences	62,372	56,936
Travel and entertainment	90,981	94,812
Transportation	<u>3,936</u>	<u>5,262</u>
	<u>1,011,678</u>	<u>707,847</u>
 <b>General and administrative expenses</b>		
Insurance	7,743	40,489
Rent	67,020	38,336
Telephone	11,706	14,542
Contributions	1,850	8,200
Dues & subscriptions, license and fees	23,428	31,204
Moving expense		1,466
Professional services	18,224	4,376
Stationary, printing, postage and office expense	18,030	25,766
Answering service	419	359
Bank charges	<u>1,255</u>	<u>301</u>
	<u>149,675</u>	<u>165,039</u>

## **Exhibit C-4**

### **Financial Arrangements**

Reliable Power Alternatives, Corp. is not a CRES provider.

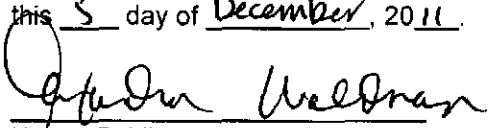
STATE OF NY

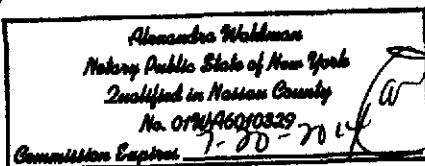
COUNTY OF Nassau

John Martorella being first duly sworn, deposes and says that he is the president of Reliable Power Alternatives Corp; and that the statements contained in the attached financial statements are true, correct and complete to the best of his knowledge, information and belief.

  
John Martorella

Subscribed and sworn to before me  
this 5 day of December, 2011.

  
Notary Public



## **Exhibit C-5**

### **Forecasted Financial Statements**

Reliable Power Alternatives, Corp. is not a CRES provider.

## **Exhibit C-6**

### **Credit Rating**

Reliable Power Alternatives, Corp. does not have a credit rating from any of the agencies listed.

## **Exhibit C-7**

### **Credit Report**

Reliable Power Alternatives, Corp. does not have a credit report with any of the agencies listed.

**Exhibit C-8**

**Bankruptcy Information**

None



**Exhibit C-9**

**Merger Information**

None