

March 21, 2013

Public Utilities Commission of Ohio

Docketing Division, 13th Floor
180 East Broad Street
Columbus, OH 43215-3793

Re: EnergyConnect - Certification Application for Aggregators/Power Brokers

Dear Sirs:

Please find enclosed an application for EnergyConnect to be certified as an Aggregator/Power Broker. We believe the Application to be complete. You may direct any questions to me at the address below.

Thank you for your consideration,

s/Bruce Campbell

Bruce Campbell

Director of Regulatory Affairs
EnergyConnect/Integrated Demand Resources
Building Efficiency, Johnson Controls
901 Campisi Way, Suite 260
Campbell, CA 95008
bruce.campbell@jci.com
202-360-4371



The Public Utilities Commission of Ohio

Filing Instructions for Aggregators/Power Brokers

I. Where To File: Applications should be sent to: Public Utilities Commission of Ohio, Docketing Division 13th Floor, 180 East Broad Street, Columbus Ohio 43215-3793.

II. What To File: Applicant must submit one original notarized application signed by a principal officer and ten copies including all exhibits, affidavits, and other attachments. All attachments, affidavits, and exhibits should be clearly identified. For example, Exhibit A-12 should be marked "Exhibit A-12 'Corporate Structure.'" All pages should be numbered and attached in a sequential order.

III. Which Forms To File: Entities other than governmental aggregators that will aggregate customers or provide power-brokering services must file a "**Certification Application for Aggregators/Power Brokers**" form. Governmental aggregators must file an "**Certification Application for Governmental Aggregators**" form. If an aggregator will provide power marketing and/or retail electric generation services in addition to aggregation and power brokering services, it must file an "**Certification Application for Retail Generation Providers, Power Marketers, and Power Brokers**" form. The following definitions are provided to assist applicants in determining which form(s) to file:

Aggregation - combining the electric load of multiple retail customers through an agreement with the customers or formation of a governmental aggregation pursuant to Section 4928.20 of the Revised Code for the purpose of purchasing retail electric generation service on an aggregated basis.

Aggregator - a person who contracts with customers to combine the customers' electric load for the purpose of purchasing retail electric generation service on an aggregated basis. The term does not include a governmental aggregator.

Governmental Aggregator - the legislative authority of a municipal corporation, the board of township trustees of a township, or a board of county commissioners of a county that aggregates the citizens of a municipal corporation, township, or unincorporated areas of a county in accordance with Section 4928.20 of the Revised Code for the purpose of purchasing retail electric generation service on an aggregated basis.

Power Broker - a person who assumes the contractual and legal responsibility for the sale and/or arrangement for the supply of retail electric generation service to a retail customer without taking title to the power supplied.

Power Marketer - a person who assumes the contractual and legal responsibility for the sale and provision of retail electric generation service to a retail customer who had title to the electric power provided at some point during the transaction.

IV. Application Form: The application is available on the Commission's web site, www.puco.ohio.gov or directly from the Commission at: Public Utilities Commission of Ohio, Docketing Division 13th Floor, 180 East Broad Street, Columbus Ohio 43215-3793.

V. Confidentiality: If any of an applicant's answers require the applicant to disclose what the applicant believes to be privileged or confidential information not otherwise available to the public, the applicant should designate at each point in the application that the answer requires the applicant to disclose privileged and confidential information. Applicant must fully support its request to maintain confidentiality for the information it believes to be confidential or proprietary in a motion for protective order filed pursuant to Rule 4901-1-24 of the Ohio Administrative Code.

VI. Commission Process for Approval: An application for certification shall be made on forms approved and supplied by the Commission. The applicant shall complete the appropriate application form in its entirety and supply all required attachments, affidavits, and evidence of capability specified by the form at the time an application is filed. The Commission certification process begins when the Commission's Docketing Division receives and time/date stamps the application. An incomplete application may be suspended or rejected. An application that has been suspended as incomplete may cause delay in certification.

The Commission may approve, suspend, or deny an application within 30 days. If the Commission does not act within 30 days, the application is deemed automatically approved on the 31st day after the official filing date. If the Commission suspends the application, the Commission shall notify the applicant of the reasons for such suspension and may direct the applicant to furnish additional information. The Commission shall act to approve or deny a suspended application within 90 days of the date that the application was suspended. Upon Commission approval, the applicant shall receive notification of approval and a numbered certificate that specifies the service(s) for which the applicant is certified and the dates for which the certificate is valid.

Unless otherwise specified by the Commission, a competitive retail electric service provider's certificate is valid for a period of two years, beginning and ending on the dates specified on the certificate. The applicant may renew its certificate in accordance with Rule 4901:1-24-09 of the Ohio Administrative Code.

CRES (competitive retail electric service) providers shall inform the Commission of any material change to the information supplied in a certification application within thirty days of such material change in accordance with Rule 4901:1-24-10 of the Ohio Administrative Code.



The Public Utilities Commission of Ohio

PUCO USE ONLY		
Date Received	Case Number	Version
	- -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.

A. APPLICANT INFORMATION

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

Legal Name EnergyConnect, Inc.
Address 901 Campisi Way, Suite 260, Campbell, CA 95008
Telephone # 866-392-6487 Web site address (if any) www.energyconnectinc.com

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

Legal Name EnergyConnect, Inc.
Address 901 Campisi Way, Suite 260, Campbell, CA 95008
Telephone # 866-392-6487 Web site address (if any) www.energyconnectinc.com

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

EnergyConnect, Inc. _____

A-4 Contact person for regulatory or emergency matters

Name Bruce Campbell
Title Director – Regulatory Affairs

VII. Contractual Arrangements for Capability Standards: If the applicant is relying upon contractual arrangements with a third-party(ies) to meet any of the certification requirements, the applicant must provide with its application all of the following:

- ☐ The legal name of the party(ies) it is contracting with;
- ☐ A statement that a valid contract exists between the applicant and the third-party(ies);
- ☐ A detailed summary of the contract(s) including all services provided thereunder;
- ☐ The documentation and evidence to demonstrate the contracting entity's capability to meet the requirements as if the contracting entity was the applicant.

VIII. Questions: Questions regarding filing procedures should be directed to Chuck Stockhausen at Charles.Stockhausen@puc.state.oh.us.

IX. Governing Law: The certification/renewal of competitive retail electric suppliers is governed by Chapter 4901:1-24 of the Ohio Administrative Code, Chapter 4901:1-21 of the Ohio Administrative Code, and Section 4928.08 of the Ohio Revised Code.

Business address 901 Campisi Way, Suite 260, Campbell, CA 95008
Telephone # (202) 360-4371 Fax # _____
E-mail address (if any) bruce.campbell@jci.com

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

Name Kedar D. Sawant
Title Sales Operations Manager
Business address 22 West Washington Street, Suite 1500, Chicago, IL 60602
Telephone # (312) 854-8070 Fax # _____
E-mail address (if any) kedar.d.sawant@jci.com

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

Customer Service address 22 West Washington Street, Suite 1500, Chicago, IL 60602
Toll-free Telephone # 866-392-6487 Fax # _____
E-mail address (if any) be-support.gidr@jci.com

A-7 Applicant's federal employer identification number # 20-3534273

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

- ☐ Sole Proprietorship ☐ Partnership
☐ Limited Liability Partnership (LLP) ☐ Limited Liability Company (LLC)
☒ Corporation ☐ 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).

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

A-10 Provide the approximate start date that the applicant proposes to begin delivering services
May 15, 2013

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.
See attached

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.
See attached

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.
See attached

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.,).
N/A

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.
N/A


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.
See attached

C-7 Exhibit C-7 “Credit Report,” provide a copy of the applicant’s credit report from Experion, Dun and Bradstreet or a similar organization.
See attached

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.
N/A

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.

See attached



Signature of Applicant & Title

Sworn and subscribed before me this 10/10/00 day of October, 2000
Month Year

SEE ATTACHMENT FOR CALIFORNIA JURY
Signature of official administering oath Print Name and Title

My commission expires on 10/10/01

California Jurat

State of California

County of SANTA CLARA

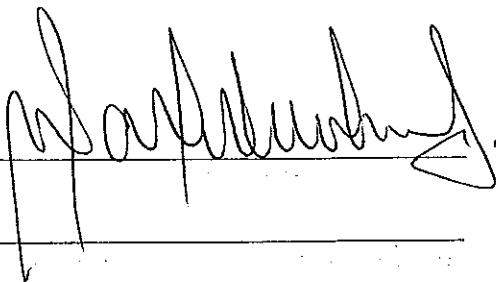
S.S.

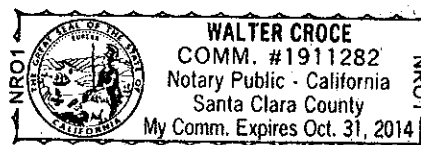
Subscribed and sworn to (or affirmed) before me on this 22nd day of April

20 13, by Kevin R. Evans and

_____, proved to me on the basis of

satisfactory evidence to be the person(s) who appeared before me.





OPTIONAL INFORMATION

Description of Attached Document

The certificate is attached to a document titled/for the purpose of

Certification Application For Aggregations/Power Brokers

containing 6 pages, and dated _____

Method of Affiant Identification

Proved to me on the basis of satisfactory evidence:

☐ form(s) of identification ☐ credible witness(es)

Notarial event is detailed in notary journal on:

Page # _____ Entry # _____

Notary contact: _____

Other

☐ Affiant(s) Thumbprint(s) ☐ Describe: _____

AFFIDAVIT

State of California :

Campbell ss.
(Town)

County of Santa Clara :

Kevin R. Evans, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the VP/GM (Office of Affiant) of EnergyConnect 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 ^{commercially reasonable} ~~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 ^{make commercially reasonable efforts to} ~~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] VP/CA
Signature of Affiant & Title

Sworn and subscribed before me this 00/00/00 day of 00/00/00, 0000
Month Year

SEC ATTORNEY FOR COUNCIL
Signature of official administering oath JURAT

00/00/00 00/00/00
Print Name and Title

My commission expires on 00/00/00 00/00/00

California Jurat

State of California

S.S.

County of SANTA CLARA

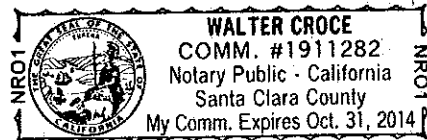
Subscribed and sworn to (or affirmed) before me on this 22nd day of April

20 13, by Kevin R. Evans and

—, proved to me on the basis of

satisfactory evidence to be the person(s) who appeared before me.

[Signature]



OPTIONAL INFORMATION

Description of Attached Document

The certificate is attached to a document titled/for the purpose of

Affidavit

containing 2 pages, and dated —

Method of Affiant Identification

Proved to me on the basis of satisfactory evidence:

☐ form(s) of identification ☐ credible witness(es)

Notarial event is detailed in notary journal on:

Page # — Entry # —

Notary contact: —

Other

☐ Affiant(s) Thumbprint(s) ☐ Describe: —

Exhibit A-11 Principal Officers, Directors, and Partners

Kevin R. Evans, Vice President and General Manager

901 Campisi Way, Suite 260
Campbell, CA 95008

Bruce R. McDonald, EVP & CFO

5757 N Green Bay Ave
POB 591
Milwaukee, WI 53209

Jerome Okarma, VP Secretary & General Counsel

5757 N Green Bay Ave
POB 591
Milwaukee, WI 53209

David C. Myers, VP & President BE

507 E Michigan St
POB 423
Milwaukee, WI 53202

Exhibit A-12 Corporate Structure

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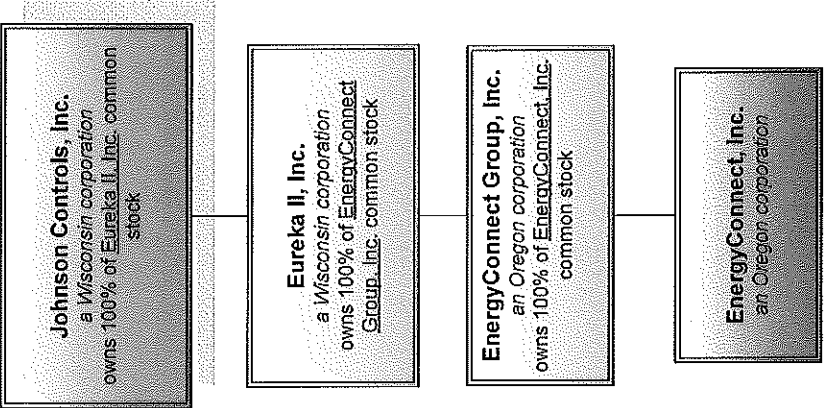


Exhibit A-13 Company History

Johnson Controls - Integrated Demand Resources (formerly EnergyConnect)

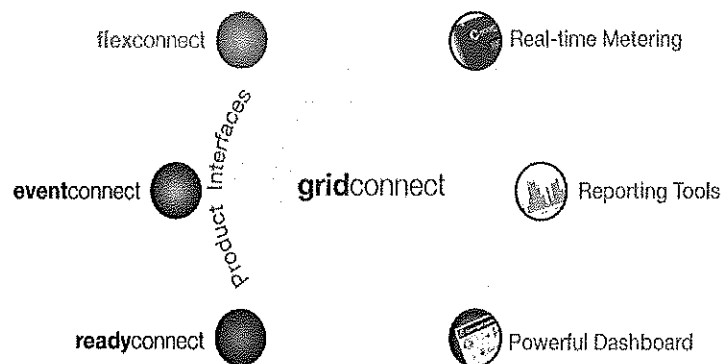
Johnson Controls is a global diversified technology and industrial leader serving customers in more than 150 countries. Our 162,000 employees create quality products, services and solutions to optimize energy and operational efficiencies of buildings; lead-acid automotive batteries and advanced batteries for hybrid and electric vehicles; and interior systems for automobiles. Our commitment to sustainability dates back to our roots in 1885, with the invention of the first electric room thermostat.

On July 1, 2011, Johnson Controls acquired EnergyConnect, a leading provider of smart grid and demand response technologies. EnergyConnect is now Johnson Controls' Integrated Demand Resources business unit, joining forces to provide integrated solutions that combine the power of building automation with easy-to-implement demand response technology. Johnson Controls is a Fortune 100 company with annual revenue of \$43 billion and three operating units. We are part of the Building Efficiency (BE) unit with close to \$15 billion in revenue. BE overview:

- Delivers products, services and solutions that increase energy efficiency and lower operating costs for more than one million customers.
- Leading provider of equipment, controls and services for heating, ventilating, air-conditioning, refrigeration and security systems for buildings.
- Manages 1.8 billion square feet of corporate real estate for many of the world's largest companies.
- Corporate HQ: 507 E. Michigan Street, Milwaukee, Wisconsin 53202, US

GridConnect® Platform: Through our award-winning software platform, GridConnect, we enable commercial, institutional and industrial consumers of electricity to access multiple DR programs offered by the grid and utilities. GridConnect also gives customers all of the information needed to proactively manage electricity use in response to rate structures indexed to wholesale power markets. In response to the increasing need for DR resources in PJM and various investor-owned utility programs, the web-based platform offers the following applications:

- **EventConnect™** allows customers to manage and optimize participation in event-based standby DR programs.
- **FlexConnect™** delivers actionable intelligence that enables organizations to easily engage in voluntary price-response programs.
- **ReadyConnect™** makes it easy for customers to participate in "fast response" ancillary services/synchronized reserve programs.



As the value proposition for energy and capacity programs changes, the needs and benefits of a comprehensive and flexible DR offering and platform increase. By allowing the design and inclusion of a FERC-compliant approach to energy markets, leveraging real-time metered data technologies, and specific operational parameters embedded in GridConnect, JCI is able to deliver increased value for customers, while meeting the Utility and ISO needs specific to the availability, reliability, and effective dispatch and delivery of DR resources.

Johnson Controls has been actively supporting Demand Response participation nationwide for the past seven years. Using a combination of technology and one-on-one coaching, we have nurtured many able and avid participants in integrated DR programs. Johnson Controls deploys facilities engineers and account representatives to work with and “inform & motivate” customers to ensure optimum and effective participation.

JCI’s engineering and operations team works with our clients to create strategic load curtailment plans for DR participation. This process may include facility walkthroughs and load potential assessments. We collaborate very closely with participants to prepare on-site personnel for the many integrated DR opportunities they will need to assess, value, and take action upon. JCI collects/receives participants meter data for the day of an event, as appropriate, compares it to the customer baseline, and submits the load reduction for the time period to the ISO or the utility for settlement. All settlements are subject to review audit by ISO or utility.

Exhibit A-14

Articles of Incorporation and Bylaws



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.filinginoregon.com

Registry Number: 308205-91
Type: DOMESTIC BUSINESS CORPORATION

ECI ACQUISITION CO.
JONATHAN A BENNETT
851 SW 6TH AVE STE 1500
PORTLAND OR 97204-1357

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document

ARTICLES OF INCORPORATION

Filed On

08/29/2005

Jurisdiction

OREGON

Name

ECI ACQUISITION CO.

Registered Agent

JONATHAN A BENNETT
851 SW 6TH AVE STE 1500
PORTLAND OR 97204-1357

HEADAV

ACK

7/28/177

002

5500

308205-91

ARTICLES OF INCORPORATION
OF
ECI ACQUISITION CO.

FILED
AUG 29 2005
OREGON
SECRETARY OF STATE

The undersigned person of the age of 18 years or more, acting as incorporator under the Oregon Business Corporation Act, adopts the following Articles of Incorporation.

Article I

The name of the Corporation is ECI ACQUISITION CO. and its duration shall be perpetual.

Article II

The purpose for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under the Oregon Business Corporation Act.

Article III

The aggregate number of shares which the Corporation shall have authority to issue is 5,000,000 shares of common stock with no par value.

Article IV

The address of the initial registered office of the Corporation is 851 S.W. Sixth Avenue, Suite 1500, Portland, Oregon 97204-1557, and the name of its initial registered agent at such address is Jonathan A. Bennett. Any notices required by the Oregon Business Corporation Act to be sent to the Corporation may be sent to the registered agent at the above address until the principal office of the Corporation has been designated in an annual report.

Article V

The name and address of the incorporator are:

JoDec K. Keegan
851 SW Sixth Avenue, Suite 1500
Portland, Oregon 97204

Article VI

A director shall have no personal liability to the Corporation or its stockholders for monetary damages for conduct as a director except for:

1. Any breach of the director's duty of loyalty to the Corporation or its stockholders;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distribution under Oregon law;

308205-91

4. Any transaction from which the director derived an improper personal benefit;
and

5. Any act or omission occurring prior to the date that this Article becomes effective.

I, the undersigned incorporator, declare under penalty of perjury that I have examined the foregoing and, to the best of my knowledge and belief, it is true, correct, and complete.

Dated the 26th day of August, 2005.

JoDee K. Keegan

308205-91

Multientity Merger
The registry number
of the surviving corporation
is 308205-91.

FILED

OCT 12 2005

OREGON
SECRETARY OF STATE

ARTICLES OF MERGER

OF

ENERGYCONNECT, INC.
a Nevada corporation

WITH AND INTO

ECI ACQUISITION CO.
an Oregon corporation

1. The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

Name of Corporation	Type of Organization	State of Organization	Registry Number
ENERGYCONNECT, INC. ("ECI")	Corporation	Nevada	C5434-1998
ECI Acquisition Co. ("Merger Sub")	Corporation	Oregon	308205-91

2. ECI and Merger Sub are sometimes referred to as the "Constituent Corporations" in these Articles of Merger.

3. The laws of the state of Oregon permit the merger of the Constituent Corporations.

4. The surviving corporation is Merger Sub and the name of the surviving corporation shall be **EnergyConnect, Inc.**, an Oregon corporation.

5. The plan of merger was approved by the Board of Directors of Microfield Group, Inc., as the sole shareholder of Merger Sub, and by the Board of Directors of Merger Sub. The plan of merger was also approved by the Board of Directors of ECI and by the shareholders of ECI. Shareholder approval for each of the Constituent Corporations is as follows:

1 - ARTICLES OF MERGER

10/18
ODMAIGRPWISEDUNN-CAR POSTI CLIENTS:3701091
PDXDOCS:1477914.2

ENERGYCONNECT, INC.



30820591-8142744

MER

Name of Corporation	Designation	Shares Outstanding and Entitled to Vote	Shares Voted For	Shares Voted Against
ECI	Class A Common Stock	199	199	0
Merger Sub	Common Stock	100,000	100,000	0

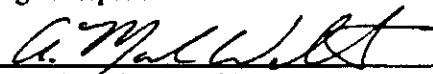
6. The Agreement and Plan of Merger and these Articles of Merger were duly authorized and approved in accordance with the statutes governing each of the Constituent Corporations. A copy of the Agreement and Plan of Merger duly authorized and approved by the Constituent Corporations is attached to these Articles of Merger as Exhibit A, and by this reference incorporated into these Articles of Merger.

7. The Constituent Corporations have complied with all the provisions of the laws of the state of Oregon applicable to the merger.

8. The effective date of the merger is October 13, 2005.

IN WITNESS WHEREOF, the undersigned surviving corporation has executed these Articles of Merger as of October 11, 2005.

ECI ACQUISITION CO.,
an Oregon corporation

By: 
A. Mark Walter, President

Contact Name: JoDee Keegan

Daytime Phone Number: (503) 224-6440

Exhibit A-15 Secretary of State

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

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show ENERGYCONNECT, INC., an Oregon corporation, having qualified to do business within the State of Ohio on December 19, 2005 under License No. 1587827 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 25th day of February, A.D. 2013*

Jon Husted

Ohio Secretary of State

Validation Number: V201353FB8B7E

Exhibit B-1 Jurisdictions of Operations

Illinois - Agent, Broker, Consultant License – Case Number 10-0179 Issued June 2, 2010

Exhibit B-2 Experience & Plans

Johnson Controls is a Fortune 100 global diversified technology and industrial leader with \$42 billion in annual revenue and 170,000 employees serving customers in more than 150 countries. The company's energy savings technology solutions include Building Automation, Industrial Refrigeration, Energy Efficiency and other sustainable technologies to ensure our clients get the most out of every single unit of energy, water, material and resource used in their facilities. Our commitment to sustainability dates back to our roots in 1885, with the invention of the first electric room thermostat.

Through our growth strategies we are committed to meet and exceed our customers increasing expectations, constantly exploring methods to deliver further value to make our customers successful. In July 2011, Johnson Controls acquired leading smart grid technology innovator EnergyConnect, Inc. joining forces to provide integrated solutions that combine the power of building automation with easy-to-implement demand response technology. Johnson Controls Integrated Demand Resources (iDR) products and technologies are proven to help customers manage peak demand while empowering energy users with real-time energy information and easy access to a full range of DR programs. The acquisition further enhances the power of the GridConnect® software platform (described in Exhibit A-13) for customers to better manage their demand response participation and rein in energy costs. We have also worked to develop automated demand response (AutoDR) in compliance with OpenADR standards to make participation easier for customers and more reliable for utilities.

Expanding into the energy procurement business will provide an additional service to our customers. We will leverage our in-depth understanding of how customers use energy and our detailed knowledge of the energy markets. The Johnson Controls iDR team plans to act as a consultant for our customers in procuring energy supply or in the role of an energy broker who is responsible for the sale of energy supply to a customer without taking title to the power. Each customer that requests energy procurement services will have a clear understanding of the scope of work and the terms and conditions of the contract. A Johnson Controls Account Manager will be responsible for delivering the agreed to services for the customer. In addition, the customer will have access to a toll-free number to discuss any issues associated with the service.

All executed contracts will be entered into Johnson Controls' Customer Relationship Management (CRM) system to accurately bill customers for any consulting services on a monthly or quarterly basis. For customers requesting broker services, any fees will be loaded into the bids from competitive energy suppliers. These fees are clearly spelled out in the contract, typically charged on a per kWh basis. Johnson Controls relies on the competitive energy supplier to bill the customer and remit the broker fee to Johnson Controls.

Responses to Section 4928.10 of the Revised Code are addressed below.

(A) (1-2) and (B) – Johnson Controls contract clearly indicates the pricing and terms and conditions including termination. Customers are given the opportunity to negotiate and revise the terms and conditions of the contract.

(C) (1-5) – For consulting services the fees are not based on usage, therefore sections 1, 3, and 5 do not apply. In response to section 4, the invoices that Johnson Controls sends to customers clearly identify the payment address and instructions for payment. Any customer may address a billing issue, if any, with their Account Manager or by calling the toll-free customer service number. If Johnson Controls cannot resolve the issue(s), the customer will be notified of the telephone numbers and addresses of agencies to contact, including the Ohio Public Utility Commission, the Ohio Attorney General, and the electric utility.

(D) (4) – Johnson Controls internal procedures prohibit personnel from signing contracts on any customer's behalf or switching customers without prior written consent from the customer.

Since Johnson Controls is not a competitive retail energy supplier and does not take title to energy for delivery to the customer, Johnson Controls does not believe the following portions of Section 4928.10 are applicable:

(C) (2, 3, 5)

(D) (2, 3, 5)

(E)

(F)

(G)

Exhibit B-3 Summary of Experience

Johnson Controls experience in energy procurement has been limited to being a consultant for customers that have requested assistance in obtaining energy supply. The acquisition of EnergyConnect, Inc. in 2011 has provided the software platform (GridConnect®, described in Exhibit A-13) for customers to better manage their energy supply costs. The software platform and the EnergyConnect personnel (Exhibit A - 11) who have vast experience in deregulated energy markets will enable Johnson Controls to provide a high quality energy procurement service to customers. As a result, Johnson Controls looks to expand this service to more customers in deregulated markets.

Exhibit B-4 Disclosure of Liabilities and Investigations

There are no adverse rulings, judgments, contingent liabilities, revocation of authority, or investigations impacting EnergyConnect, Inc. financial or operational status or ability to provide the services for this application.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

4/24/2013 4:42:52 PM

in

Case No(s). 13-1021-EL-AGG

Summary: Application EnergyConnect Inc Broker Application - Part 1 electronically filed by Mr. Douglas R Stinner on behalf of Johnson Controls Inc