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The Law Office of  
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48

13-1805-EL-CRS

August 16, 2013

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

RECEIVED-DOCKETING DIV  
2013 AUG 20 AM 9:31  
PUCO

Re: Utility Bid USA LLC

To Whom It May Concern:

Enclosed please find for filing an original and 3 copies of Utility Bid USA LLC's Certification Application for Competitive Retail Electric Suppliers and required exhibits.

If you have any questions, or if I may provide you with additional information, please do not hesitate to contact me. Thank you.

Respectfully,

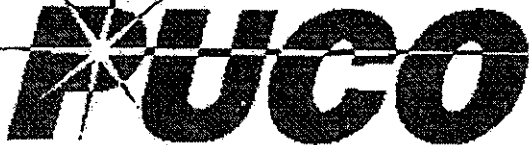
/s/ Natara G. Feller  
Natara G. Feller, Esq.

*Attorney for Utility Bid USA LLC*

Enc.

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 [Signature] Date Processed AUG 20 2013

FILE



The Public Utilities Commission of Ohio

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

13-1805-EL-CRS

## CERTIFICATION APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-13 Company History). 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 intends to be certified as: (check all that apply)

- |                                                     |                                       |
|-----------------------------------------------------|---------------------------------------|
| <input type="checkbox"/> Retail Generation Provider | <input type="checkbox"/> Power Broker |
| <input type="checkbox"/> Power Marketer             | <input type="checkbox"/> Aggregator   |

#### A-2 Applicant's legal name, address, telephone number and web site address

Legal Name Utility Bid USA, LLC  
 Address 300 The East Mall, Etobicoke, Ontario, M9B 6B7, Canada  
 Telephone # 416-479-0617 Web site address (if any) \_\_\_\_\_

#### A-3 List name, address, telephone number and web site address under which Applicant will do business in Ohio

Legal Name Utility Bid USA, LLC  
 Address 300 The East Mall, Etobicoke, Ontario, M9B 6B7, Canada  
 Telephone # 416-479-0617 Web site address (if any) \_\_\_\_\_

#### A-4 List all names under which the applicant does business in North America

Utility Bid USA LLC

Rate Buster Energy

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2013 AUG 20 AM 9:31

PUCO

**A-5 Contact person for regulatory or emergency matters**

Name John Nassar  
Title President  
Business address 300 East The Mall, Suite 200, Etobicoke, Ontario, M9B 6L  
Telephone # 416-479-0617 Fax # 416-622-7029  
E-mail address (if any) john.nassar@bancmor.com

**A-6 Contact person for Commission Staff use in investigating customer complaints**

Name John Nassar  
Title President  
Business address 300 East The Mall, Suite 200, Etobicoke, Ontario, M9B 6L  
Telephone # 416-479-0617 x200 Fax # 416-622-7029  
E-mail address (if any) john.nassar@bancmor.com

**A-7 Applicant's address and toll-free number for customer service and complaints**

Customer Service address 7901 Hispanola Ave., Suite 1204, Miami, FL 33141  
Toll-free Telephone # 866-225-7204 Fax # 416-622-7029  
E-mail address (if any) john.nassar@bancmor.com

**A-8 Applicant's federal employer identification number # 99-0383332**

**A-9 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 type="checkbox"/> Corporation                         | <input type="checkbox"/> Other _____                     |

**A-10 (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 type="checkbox"/> First Energy                    |                                      |                                     |                                     |                                     |
| <input type="checkbox"/> Ohio Edison                     | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Toledo Edison                   | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Cleveland Electric Illuminating | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Cincinnati Gas & Electric       | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Monongahela Power               | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> American Electric Power         |                                      |                                     |                                     |                                     |
| <input type="checkbox"/> Ohio Power                      | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |

<input type="checkbox"/> Columbus Southern Power	<input type="checkbox"/> Residential	<input type="checkbox"/> Commercial	<input type="checkbox"/> Mercantile	<input type="checkbox"/> Industrial
<input type="checkbox"/> Dayton Power and Light	<input type="checkbox"/> Residential	<input type="checkbox"/> Commercial	<input type="checkbox"/> Mercantile	<input type="checkbox"/> Industrial

A-11 Provide the approximate start date that the applicant proposes to begin delivering services

October 1, 2013

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

A-12 **Exhibit A-12 "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-13 **Exhibit A-13 "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 in North America.

A-14 **Exhibit A-14 "Company History,"** provide a concise description of the applicant's company history and principal business interests.

A-15 **Exhibit A-15 "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-16 **Exhibit A-16 "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.

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 the service(s) it is seeking to be certified to provide (e.g. number and types of customers served, utility service areas, amount of load, etc.).

**B-4** **Exhibit B-4 "Environmental Disclosure,"** provide a detailed description of how the applicant intends to determine its (a) generation resource mix, and (b) environmental characteristics, including air emissions and radioactive waste. This information shall include sufficient discussion so as to detail both the annual projection methodology and the proposed approach to compiling the quarterly actual environmental disclosure data. Additional details on this requirement may be obtained by referring to 4901:1-21-09.

**B-5** **Exhibit B-5 "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-6** 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-6 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

**B-7** Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☐ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-7 "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.

#### D. APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- D-1 Exhibit D-1 "Operations" provide a written description of the operational nature of the applicant's business. Please include whether the applicant's operations will include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.
- D-2 Exhibit D-2 "Operations Expertise," given the operational nature of the applicant's business, provide evidence of the applicant's experience and technical expertise in performing such operations.
- D-3 Exhibit D-3 "Key Technical Personnel," provide the names, titles, e-mail addresses, telephone numbers, and the background of key personnel involved in the operational aspects of the applicant's business.
- D-4 Exhibit D-4 "FERC Power Marketer License Number," provide a statement disclosing the applicant's FERC Power Marketer License number. (Power Marketers only)

  
Signature of Applicant and Title

Sworn and subscribed before me this 16<sup>th</sup> day of August, 2013  
Month Year

  
Signature of official administering oath

Douglas G. Loncki, lawyer  
Print Name and Title

My commission expires on n/a

# AFFIDAVIT

State of CANADA :

TORONTO ss.  
(Town)

County of ONTARIO :

JOHN NASSAR, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the PRESIDENT (Office of Affiant) of UTILITY BID USA, LLP (Name of Applicant);

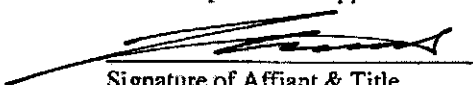
That he/she is authorized to and does make this affidavit for said Applicant,

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 of Affiant & Title

Sworn and subscribed before me this 16<sup>th</sup> day of August, 2013.  
Month Year

  
Signature of official administering oath

DOUGLAS G LOUCKS, Lawyer  
Print Name and Title

My commission expires on n/a

**SECTION A (Con't)**

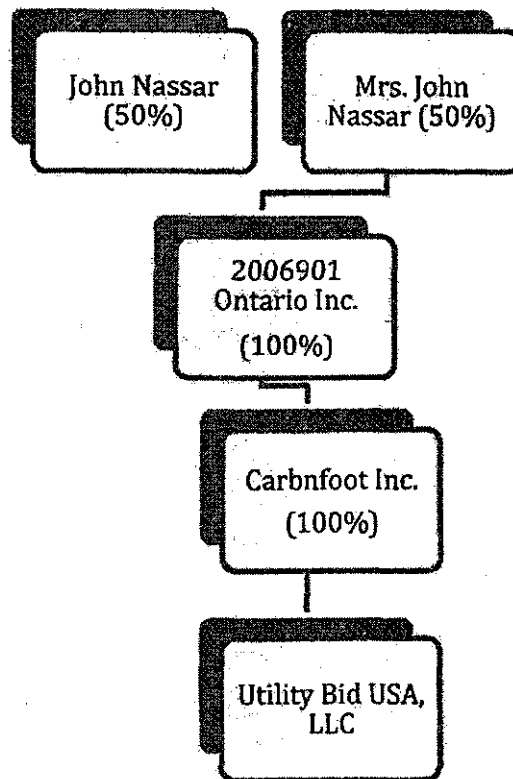
**Applicant Information & Services**

**Exhibit A-12: Principal Officers, Directors & Partners**

*The names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.*

John Nassar,  
President of Utility Bid USA, LLC  
300 The East Mall  
Etobicoke, Ontario  
M9B 6B7  
Canada  
416-479-0617 ext. 2001  
john.nassar@bancmor.com

### Exhibit A-13: Corporate Structure



1. Blue Power Distributed Energy Corp.  
Licensed and certified to provide retail electricity services within the Province of Ontario, Canada.
2. Utility Bid USA LLC.  
Received market-based rate authority to sell energy, capacity and ancillary services from the Federal Energy Regulatory Commission on June 5, 2013 under Docket No. ER13-1303.

#### **Exhibit A-14: Company History**

Utility Bid USA LLC, (the "Applicant") is a Delaware company originally incorporated on January 3, 2012 for the purpose of marketing natural gas and electricity to retail customers in the USA. The company's principle business interest is to become a Competitive Retail Electric Service ("CRES") provider to residential, commercial and industrial customers.

**Exhibit A-15: 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.*

CERTIFICATE OF FORMATION

OF

UTILITY BID USA LLC

FIRST: The name of the limited liability company is  
UTILITY BID USA LLC

SECOND: Its registered office in the State of Delaware is to be located at 2711  
Centerville Road, Suite 400, in the city of Wilmington, County of New Castle, 19808,  
and its registered agent at such address is The Company Corporation.

THIRD: The Company will be managed by managers, the names and street addresses of  
those who are to serve until their first meeting of members or until their successors are  
elected are:

John D Nassar  
2428 Hensall Street Mississauga On L5a 2t2 Ca

IN WITNESS WHEREOF, the undersigned, being the individual forming the Company,  
has executed, signed and acknowledged this Certificate of Formation this 3rd day of  
January, 2012.

The Company Corporation,  
Organizer

By: /s/ Margaret Rosado  
Margaret Rosado  
Assistant Secretary

**Exhibit A-16: Secretary of State**

*Provide evidence that the applicant has registered with the Ohio Secretary of the State.*





DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/11/2013	201319101119	REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	125.00	.00	.00	.00	.00

**Receipt**

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

LAW OFFICE OF NATARA G. FELLER  
ATTN: NATARA G. FELLER, ESQ.  
540 PRESIDENT ST., 3RD FL  
BROOKLYN, NY 11215

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2213747

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**UTILITY BID USA LLC D/B/A RATE BUSTER ENERGY (UTILITY BID USA LLC)**  
and, that said business records show the filing and recording of:

Document(s)  
**REG. OF FOR. PROFIT LIM. LIAB. CO.**

Document No(s):  
**201319101119**

Effective Date: 07/10/2013



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 11th day of July, A.D.  
2013.

*Jon Husted*

Ohio Secretary of State

**Section B:**

**Applicant Managerial Capability and Experience**

## **Exhibit B-1: Jurisdiction of Operation**

**Blue Power Distributed Energy Corp.**

Licensed and certified to provide retail electricity services within the Province of Ontario, Canada.

**Utility Bid USA LLC.**

Received authority to sell energy, capacity and ancillary services at market-based rates from the Federal Energy Regulatory Commission on June 5, 2013 under Docket No. ER13-1303.

## **Exhibit B-2: Experience & Plans**

### **Experience:**

Utility Bid USA, LLP, (the Applicant) is a newly incorporated company. The principals and management team have extensive experience in the energy marketing and services business, as well as experience in the contracting process with customers. The company's principal has successfully managed several energy companies as more fully documented in the forward sections of this application.

### **Plans:**

The company intends to market to potential retail customers via direct marketing, telephone sales, broker channels and internet. The company will bill customers through utility consolidated billing programs. Customer service related to billing inquiries or complaints will be handled via our toll free phone number. The call center hours are regular business hours Monday through Friday.

### **Exhibit B-3: Summary of Experience**

The Applicant is a newly incorporated company. However, the principals have a successful track record in the energy marketing business. Please note the following accomplishments listed below of the companies the principals have or are associated with:

Blue Power Distributed Energy Corporation: Licensed and certified to provide retail electricity services within the Province of Ontario, Canada.

- In 2009 Blue Power provided approximately 371,300 kWh of electricity supply to approximately 114 customers.
- In 2010 Blue Power provided approximately 9,933,196 kWh of electricity supply to approximately 2248 customers.
- In 2011 Blue Power provided approximately 31,512,940 kWh of electricity supply to approximately 3636 customers.
- To date in 2012 Blue Power has provided approximately 39,872,950 kWh of electricity supply to approximately 5222 customers.

morEnergy Savings Corp.: (Sold in 2012) Licensed and certified to provide retail natural gas services within the Province of Ontario, Canada.

- In 2009 morEnergy provided approximately 235,379 m3 of natural gas supply to approximately 112 customers.
- In 2010 morEnergy provided approximately 2,066,492 m3 of natural gas supply to approximately 1604 customers.
- In 2011 morEnergy provided approximately 3,933,405 m3 of natural gas supply to approximately 2300 customers.
- To date in 2012 morEnergy has provided approximately 4,888,967 m3 of natural gas supply to approximately 2823 customers.

#### **Exhibit B-4: Environmental Disclosure**

Utility Bid USA LLC will purchase wholesale electric supply and ancillary services from multiple generation sources via the PJM Interconnection, LLC. Utility Bid will obtain generation source information used in purchasing power for disclosure of environmental data in accordance with OAC Rule 4901:1-21-09. Additionally, Utility Bid will purchase RECs, as required, to comply with Ohio's RPS requirements.

As required by OAC Rule 4901:1-21-09, customers will be provided with a yearly forecast of Utility Bid's generation resource mix and environmental characteristics based on the forecast provided in the PJM system. Quarterly actual environmental disclosure data will be provided to customers utilizing the PJM Quarterly System Mix.

On an annual basis, Utility Bid will provide the Ohio Public Utility Commission all information available to customers.

#### **Exhibit B-5: Disclosure of Liabilities and Investigations**

Utility Bid USA LLC has no liabilities or investigations that could adversely impact its financial or operational status, or ability to provide the services it is seeking to be certified to provide.

For information regarding an investigation of a predecessor of Applicant, please see Exhibit B-6.

#### **Exhibit B-6: Disclosure of Consumer Protection Violations**

The individuals that indirectly own Utility Bid also own Blue Power Distributed Energy Corp., ("Blue Power") and, until 2012, morEnergy Savings Corp. In 2013, Blue Power and morEnergy entered into a settlement agreement with the Ontario Energy Board ("Board"), agreeing to pay an administrative penalty and provide impacted customers the option to cancel contracts that were signed online and not verified afterward. A settlement agreement was entered into following an investigation by the Board. More information about the investigation and ruling is available at: [http://www.ontarioenergyboard.ca/OEB/Documents/Decisions/Dec\\_Order\\_morEnergy\\_20130718.pdf](http://www.ontarioenergyboard.ca/OEB/Documents/Decisions/Dec_Order_morEnergy_20130718.pdf).

Since the time of the investigation, Blue Power has dismissed numerous employees and independent consultants, whose actions led to the investigation and subsequent settlement agreement. Further, Blue Power has retained U.S.A. based regulatory compliance counsel and consultants to advise on State CRES rules and consumer protection provisions. Utility Bid is committed to complying with all consumer protection provisions.

**Exhibit B-7: Disclosure of Certification Denial, Curtailment, Suspension or Revocation**

*See Exhibit B-6.*

**Section C:**

**Applicant Financial Capability & Experience**



**Exhibit C-1: Annual Reports**

Utility Bid USA LLC has no Annual Reports as it was formed on January 3, 2012, and has not yet been in operation for long enough to issue an Annual Report. Additionally, it is not required to file Annual Reports because it is a privately held company. Utility Bid is not currently operational, and will not be until it receives the regulatory approvals it requires to begin to sell power at retail.

**Exhibit C-2: SEC Filings**

Utility Bid USA LLC and its parent company, Carbnfoot, Inc., do not issue 10-K/8-K filings with the SEC as they are privately held companies.

**Exhibit C-3: Financial Statements**

Utility Bid USA, LLC was formed in January 2012, and will not begin operations until it has obtained Commission approval of this Application. Accordingly, it has no audited financial statements or officer-certified financial statements to provide.

**Exhibit C-4: Financial Arrangements**

Utility Bid USA LLC ("the Company") will be initially capitalized with \$648,000 in cash and other assets from its owners. The owners have also agreed to fund an additional \$400,000 in cash as needed for working capital and other expenses. The Company is also in negotiation with Forest Capital, LLC to implement a \$1.0M additional line of credit for working capital needs. The financing for this facility will be completed upon approval of the Company's electric license application.

**Exhibit C-5: Forecasted Financial Statements**

<b>Pro-Forma Income Statement</b>			
<b>Utility Bid USA, LLC</b>			
	YR1	YR2	
Customers	4,435	8,862	
Volume (kWh)	20,624,235	69,305,840	
Revenue	\$1,340,575.30	\$4,504,879.57	
CGS	\$1,045,648.74	\$3,513,806.06	
Gross Margin	\$294,926.57	\$991,073.50	
Operating Expense	\$577,538.20	\$821,683.41	
Operating Income	-\$282,611.63	\$169,390.09	
Interest	\$20,108.63	\$67,573.19	
Taxes	\$0.00	\$35,635.91	
Net Income	-\$302,720.26	\$66,180.98	

## Proforma - Balance Sheet

### Utility Bid USA, LLC

	Launch	YR1	YR2
<b>Assets</b>			
<b>Current Assets</b>			
Cash	\$500,000.00	\$200,000.00	\$300,000.00
Accounts Receivable Net	\$0.00	\$172,951.00	\$345,618.73
Prepaid Expenses	\$50,000.00	\$49,984.64	\$0.00
<b>Total Current Assets</b>	<b>\$550,000.00</b>	<b>\$422,935.64</b>	<b>\$645,618.73</b>
<b>Fixed Assets</b>			
Computer Equipment (net)	\$48,000.00	\$48,000.00	\$45,600.00
Furniture & Fixtures (net)	\$50,000.00	\$50,000.00	\$47,500.00
<b>Total Fixed Assets</b>	<b>\$98,000.00</b>	<b>\$98,000.00</b>	<b>\$93,100.00</b>
<b>Total Assets</b>	<b>\$648,000.00</b>	<b>\$520,935.64</b>	<b>\$738,718.73</b>
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Accounts Payable	\$0.00	\$155,655.90	\$311,056.86
Accruals & other payables	\$0.00	\$20,000.00	\$16,201.15
<b>Total Current Liabilities</b>	<b>\$0.00</b>	<b>\$175,655.90</b>	<b>\$327,258.01</b>
<b>Long-term Liabilities</b>			
Long term note payable due owners	\$450,000.00	\$450,000.00	\$450,000.00
<b>Total Liabilities</b>	<b>\$450,000.00</b>	<b>\$625,655.90</b>	<b>\$777,258.01</b>
<b>Equity</b>			
Capital Stock	\$198,000.00	\$198,000.00	\$198,000.00
Retained Earnings	\$0.00	-\$302,720.26	-\$236,539.28
<b>Total Equity</b>	<b>\$198,000.00</b>	<b>-\$104,720.26</b>	<b>-\$38,539.28</b>
<b>Total Liabilities &amp; Equity</b>	<b>\$648,000.00</b>	<b>\$520,935.63</b>	<b>\$738,718.73</b>

**Exhibit C-6: Credit Rating**

Utility Bid USA, LLC does not have any credit ratings as it was formed in January 2012, and will not commence operations until it has received the Public Utility Commission of Ohio's approval of this application. It does not have any long-term debt and is a privately held company.

**Exhibit C-7: Credit Report**

Utility Bid USA, LLC does not have any credit ratings as it was formed in January 2012, and will not commence operations until it has received the Public Utility Commission of Ohio's approval of this application. Accordingly, it does not have a credit report at this time.

**Exhibit C-8: Bankruptcy Information**

Neither Utility Bid USA LLC, nor its parent or affiliate organization that guarantees the obligations of the applicant, nor any officer of Utility Bid USA LLC has filed for bankruptcy or reorganized since it was formed in 2012.

**Exhibit C-9: Merger Information**

Utility Bid USA LLC has no dissolutions, mergers, or acquisitions since it was formed in 2012.

**SECTION D:**  
**APPLICANT TECHNICAL CAPABILITY**

### **Exhibit D-1: Operations**

Utility Bid USA LLC ("Utility Bid" or the "Applicant") operation will be managed through direct staff, consultants and service providers. As more fully described in the following sections, the company has contracted with leading edge service providers and consultants to ensure it can fulfill all requirements of a Competitive Retail Electric Service Provider ("CRES").

### **Exhibit D-2: Operations Expertise**

The principals and management team have over twenty (20) years of expertise in managing energy commodity and related services business. In particular, the President, Mr. John Nassar, has significant experience in leading energy companies. He is currently President of Blue Power Distributed Energy Corporation ("Blue Power") which offers electricity services to residential, small commercial and large commercial Ontario consumers. Blue Power currently services 5000 clients using approximately 50,000,000 kWh of electricity per year. The operational managers of Blue Power are the same managers of Utility Bid USA, LLC. He was previously the President and CEO of morEnergy which at the time of its sale in 2012, served over 30,000 residential customers. The operational managers of Blue Power are the same managers of Utility Bid USA, LLC.

### **Exhibit D-3: Key Technical Personnel**

*Name: John Nassar*

Title: President

Email: [john.nassar@bancmor.com](mailto:john.nassar@bancmor.com)

Telephone: (416) 479-0617 x2001

Mr. John Nassar is the principal behind the company. A graduate with both a Bachelor Degree in Commerce and an MBA he has been building business as an entrepreneur since 2001. Most of his experience has been in the Energy and Energy Equipment sectors. In 2001 he started 81 Capital Inc. an energy equipment leasing company. Today the company manages a multimillion-dollar loan portfolio for one of Canada's largest insurance companies. In addition he founded morEnergy Services Inc., which is focused on energy equipment financing, and service for residential customers. Today the company has over 30,000 customers and a sales force of 40.

Mr. Nassar has other business interests that include Blue Power, a solar and co-gen power producer, and MorEnergy Savings, a natural gas marketing company.

*Name: Albert Tennenbaum*

Title: Business Development

Email: [albert.tennenbaum@bluepwr.com](mailto:albert.tennenbaum@bluepwr.com)

Telephone: (416) 479-0617 x2023

Mr. Tennenbaum has over 30 years of energy marketing and operational experience. In recent history he joined Direct Energy as a Senior Manager where he headed up the customer service department for inbound and outbound, gas and electricity, verifications, product information requests, and conflict resolution. He monitored phone and D2D agent performance, while maintaining quality control. He managed a team of 20 staff members.

In 2002 he joined Five Star Marketing USA or Houston Texas as VP. Here he arranged, coordinated, and executed sales and marketing campaigns for supplier clients including Summit Energy, Peoples Gas, Total Gas and Electric, Energy America, and Just Energy; in Texas, New Jersey, New York and Georgia.

He has continued to provide his experience and talent to various companies in the industry both in the USA and Canada.

*Name: Natara G. Feller*

Title: Outside Counsel

Company: Law Office of Natara G. Feller

Email: [natarafeller@fellerenergylaw.com](mailto:natarafeller@fellerenergylaw.com)

Telephone: (646) 245-1504

Ms. Feller counsels clients on regulatory, transactional, compliance and enforcement matters involving the Federal Energy Regulatory Commission (FERC) and state utility commissions. Ms. Feller's experience includes:

- Regulatory compliance obligations under the FPA, PURPA, PUHCA, NGA, NGPA, EPAct 2005 and state statutes
- Participation in organized markets and ISO/RTO governance
- Preparation of all manner of responsive agency pleadings, including rehearing applications, briefs, comments, testimony, protests and motions, natural gas tariff filings, QF and EWG self-certifications and market-based rate applications

Ms. Feller is licensed to practice law in New York, New Jersey and the District of Columbia. As required, Ms. Feller will work with local Ohio-barred counsel on legal matters.

Name: Angelo Chambrone  
Title: Consultant, President  
Company: Clear Point Energy, Inc.  
Email: [achambrone@clearpointenergy.com](mailto:achambrone@clearpointenergy.com)

Angelo Chambrone has over twenty (20) years of energy experience in both deregulated and regulated markets. He has a solid track record of success and exceeding expectations. His expertise spans operations, supply, sales, and regulatory affairs. Angelo currently leads Clear Point Energy, an energy consulting firm. His firm focuses on start-up and new entrants in the retail energy supply business. Prior to Clear Point he served as Vice President of BlueRock Energy of Syracuse, NY. He was a founder and key contributor in developing BlueRock from start-up to successful operations. Over his career he has held senior positions with leading energy marketing and utility firms. Angelo has also participated in numerous regulatory proceedings on industry restructuring of deregulated energy markets. He holds a M.B.A from LeMoyne College of Syracuse, and a B.S. in Accounting from the State University of NY College of Technology at Utica, NY.

Name: Bob Potter  
Title: Vice President  
Company: Energy Services Group, Inc.  
Web: [www.energyservicesgroup.net](http://www.energyservicesgroup.net)

The company has retained industry leading service provider Energy Services Group, Inc. ("ESG"). ESG will provide the company with EDI, Billing, Forecasting and Scheduling services. ESG serves hundreds of clients behind over 120 utilities in nearly every



deregulated market. ESG has also scheduled billions worth of energy in wholesale power markets to PJM, MISO, NYISO, ERCOT, and ISO New England..

Name: Ian A. Vernon

Title: Director

Company: Alexian Computer Services, Inc.

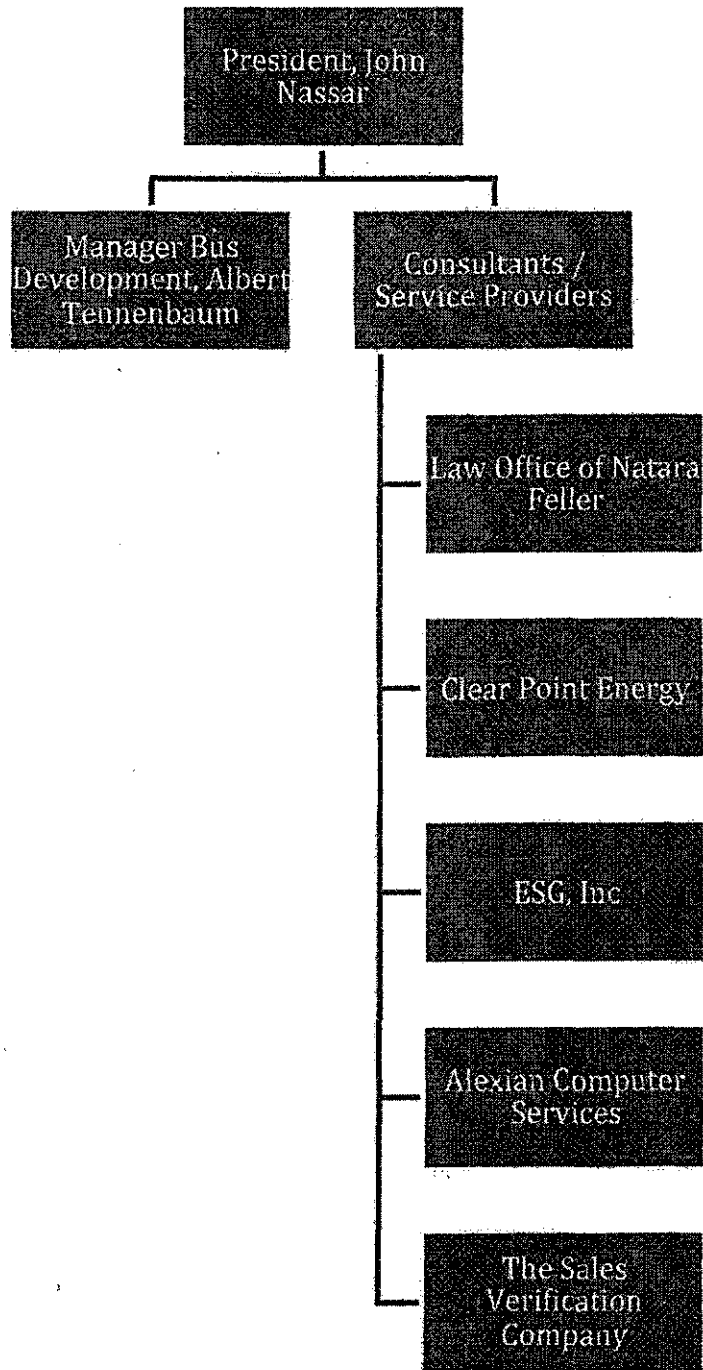
Web: [www.alexian.com](http://www.alexian.com)

The company has entered in an agreement with Alexian Computer Services, Inc. ("Alexian") to provide customer service staff infrastructure. Alexian will handle all customer service related calls and complaints. Alexian has significant expertise in customer service for energy companies and currently serves numerous energy marketers in Canada. Alexian has proven technology platform and trained personnel to effectively manage customer service operations.

Company: The Sales Verification Company.

The company has also retained "The Sales Verification Company ("SV")" to verify all sales and ensure the highest levels of customer satisfaction. SV is an industry leader in sales verification.

# Utility Bid USA LLC – Organization Chart



**Exhibit D-4: FERC Power Marketer License Number**

Utility Bid USA LLC received market-based rate authority to sell energy, capacity and ancillary services from the Federal Energy Regulatory Commission on June 5, 2013 under Docket No. ER13-1303.

EXHIBIT B-6 Disclosure of Consumer Protection Violations

Ontario Energy  
Board

Commission de l'énergie  
de l'Ontario



EB-2012-0282

EB-2012-0359

**IN THE MATTER OF** the *Ontario Energy Board Act, 1998*,  
S.O. 1998, c. 15, (Schedule B);

**AND IN THE MATTER OF** a Notice of Intention to Make an  
Order for Compliance and an Administrative Penalty against  
morEnergy Savings Corp. and Blue Power Distributed Energy  
Corp., Licence Numbers GM-2010-0336 and ER-2010-0335;

**AND IN THE MATTER OF** a Notice of Intention to Make an  
Order for Compliance, Suspension or Revocation, and an  
Administrative Penalty, against morEnergy Savings Corp. and  
Blue Power Distributed Energy Corp., Licence Numbers GM-  
2010-0336 and ER-2010-0335.

**BEFORE:** Cathy Spoel  
Presiding Member

Ken Quesnelle  
Member

**DECISION AND ORDER**  
**July 18, 2013**

**EB-2012-0282**

On July 26, 2012 the Ontario Energy Board, on its own motion under section 112.2 of the *Ontario Energy Board Act, 1998* (the "Act"), issued a Notice of Intention to Make an Order under sections 112.3 and 112.5 of the Act (the "July Notice") against morEnergy Savings Corporation and Blue Power Distributed Energy Corporation (referred to collectively as "morEnergy") to comply with a number of enforceable provisions as defined in section 3 of the Act and to pay an administrative penalty in the amount of

\$90,000 for breaches of enforceable provisions. The Board assigned file number EB-2012-0282 to this matter.

As set out in the July Notice, morEnergy is alleged to have contravened sections of Ontario Regulation 398/10 (General) made under the *Energy Consumer Protection Act, 2010* (the "ECPA"), sections of Ontario Regulation 90/99 (Licence Requirements – Electricity Retailers and Gas Marketers) made under the Act, sections of the Electricity Retailer Code of Conduct and the Code of Conduct for Gas Marketers (collectively, the "Codes of Conduct"), and the terms of the Assurance of Voluntary Compliance accepted by the Board in EB-2011-0313 dated September 12, 2011. Particulars in support of these allegations are set out in the July Notice.

By way of letter dated August 3, 2012, morEnergy requested that the Board hold a hearing in this matter.

#### **EB-2012-0359**

On December 19, 2012 the Board, on its own motion under section 112.2 of the Act, issued a Notice of Intention to Make an Order or orders under sections 112.3, 112.4 and 112.5 of the Act (the "December Notice") against morEnergy as follows: (a) an Order to comply with a number of enforceable provisions; (b) an order declaring certain contracts void or, in the alternative, an order requiring the verification of certain contracts, failing which they will be declared void; (c) an order to pay restitution to certain consumers; (d) an order revoking or suspending morEnergy's electricity retailer and gas marketer licences; and (e) an order to pay an administrative penalty in the amount of \$360,000 for breaches of enforceable provisions. The Board assigned file number EB-2012-0359 to this matter.

As set out in the December Notice, morEnergy is alleged to have contravened sections of the ECPA, sections of Ontario Regulation 398/10 (General) made under the ECPA and sections of the Codes of Conduct. Particulars in support of these allegations are set out in the December Notice.

On December 19, 2012, the Board also issued an Interim Order for Compliance under section 112.3 of the Act ordering morEnergy to cease door-to-door sales activities and to take or refrain from taking certain other actions.

By way of letter dated January 2, 2013, morEnergy requested that the Board hold a hearing in this matter.

### **Consolidation of Proceedings and Procedural Matters**

On April 5, 2013, the Board issued a Notice of Consolidation of Proceedings, Notice of Hearing and Procedural Order No. 1. In that Notice, the Board: (i) gave notice that it was combining proceedings EB-2012-0282 and EB-2012-0359; (ii) confirmed that the parties to the combined proceeding are morEnergy and the members of Board staff (assisted by external counsel) assigned to bring these matters forward (the "Enforcement Team"); and (iii) made provision for a Motions Day and for the service of supplementary materials as between the parties.

On April 29, 2013, the Enforcement Team filed a Notice of Motion requesting that a portion of the hearing be held in London, Ontario and seeking directions respecting certain elements of the hearing. On May 9, 2013, and with the consent of morEnergy, the Enforcement Team filed a letter with the Board requesting that the Motions Day scheduled for May 13, 2013 be deferred by reason of a potential settlement of the allegations.

### **The Settlement Agreement**

On May 24, 2013, the Enforcement Team submitted, on a confidential basis and on behalf of both parties, a Confidential Settlement Agreement executed by morEnergy, together with supporting materials. In the Confidential Settlement Agreement, the parties jointly recommend and request that the Board issue an order approving the terms of the settlement. In the letter to Board counsel accompanying the Settlement Agreement, it was noted that the parties understand and intend that, if approval is given by the Board as requested, then the Confidential Settlement Agreement and such of the supporting materials as the Board may direct will be made part of the public record in connection with the issuance of the Board's Decision and Order approving the terms of the settlement. The parties subsequently filed an agreed form of the voluntary undertakings and assurance of voluntary compliance contemplated in section IV of the Confidential Settlement Agreement.

A copy of the Confidential Settlement Agreement (including Appendix A thereto) is attached as Appendix A to this Decision and Order.

## Board Findings

The Board has reviewed the Confidential Settlement Agreement and is satisfied that it is appropriate. The Board approves the Confidential Settlement Agreement in its entirety, and accepts the voluntary undertakings and assurance of voluntary compliance in the form submitted by the parties.

The Confidential Settlement Agreement includes, as one of the terms of the settlement, that the Board make no further order as to the costs of these proceedings. Given the Board's acceptance of the Confidential Settlement Agreement in its entirety, the Board makes no order as to the payment of costs in respect of this combined proceeding.

## THE BOARD THEREFORE ORDERS THAT:

1. morEnergy Savings Corp. and Blue Power Distributed Energy Corp. shall, no later than August 1, 2013, file for the public record an executed copy of the voluntary undertakings and assurance of voluntary compliance in the form submitted to and accepted by the Board.
2. Each of morEnergy Savings Corp. and Blue Power Distributed Energy Corp. shall comply with all other terms and conditions of the Confidential Settlement Agreement as submitted to and approved by the Board.
3. The Interim Order for Compliance issued on December 19, 2012 shall cease to have effect on the date on which the Board receives the voluntary undertakings and assurance of voluntary compliance referred to in paragraph 1.

**ISSUED** at Toronto, July 18, 2013

**ONTARIO ENERGY BOARD**

*Original signed by*

Kirsten Walli  
Board Secretary

**APPENDIX A**

**To  
Decision and Order dated July 18, 2013**

**EB-2012-0282  
EB-2012-0359**

**Confidential Settlement Agreement**

*[See separate document attached]*



**IN THE MATTER OF** the *Ontario Energy Board Act, 1998*, S.O. 1998, c. 15, (Schedule B);

**AND IN THE MATTER OF** a Notice of Intention to Make an Order for Compliance and an Administrative Penalty, against morEnergy Savings Corp. and Blue Power Distributed Energy Corp., Licence Numbers GM-2010-0336 and ER-2010-0335.

**AND IN THE MATTER OF** a Notice of Intention to Make an Order for Compliance, Suspension or Revocation, and an Administrative Penalty, against morEnergy Savings Corp. and Blue Power Distributed Energy Corp., Licence Numbers GM-2010-0336 and ER-2010-0335.

## **CONFIDENTIAL SETTLEMENT AGREEMENT**

### **I. INTRODUCTION**

On July 26, 2012 the Ontario Energy Board, on its own motion under section 112.2 of the *Ontario Energy Board Act, 1998* (the "Act"), issued a Notice of Intention to Make an Order under sections 112.3 and 112.5 of the Act (the "July Notice") against morEnergy Savings Corporation and Blue Power Distributed Energy Corporation (referred to collectively as "morEnergy") to comply with a number of enforceable provisions as defined in section 3 of the Act and to pay an administrative penalty. By way of letter dated August 3, 2012, morEnergy requested that the Board hold a hearing in this matter.

On December 19, 2012 the Board, on its own motion under section 112.2 of the Act, issued a *Notice of Intention to Make an Order or orders under sections 112.3, 112.4 and 112.5 of the Act* (the "December Notice") against morEnergy as follows: (a) an order to comply with a number of enforceable provisions; (b) an order declaring certain contracts void or, in the alternative, an order requiring the verification of certain contracts, failing which they will be declared void; (c) an order to pay restitution to certain consumers; (d) an order revoking or suspending morEnergy's electricity retailer and gas marketer licenses; and (e) an order to pay an administrative penalty. On December 19, 2012, the Board also issued an Interim Order for Compliance under section 112.3 of the Act, requiring morEnergy to cease door-to-door sales activities and to take or refrain from taking certain other actions. By way of letter dated January 2, 2013, morEnergy requested that the Board hold a hearing in this matter.

In March 2013, the Regulatory Audit division of the Board's Compliance Staff issued an Audit Report in regards to morEnergy's contract pricing (the "Contract Pricing Audit"). Hereinafter, the July Notice, the December Notice and the Contract Pricing Audit are collectively referred to as the "Proceedings".

In order to fully and finally resolve the Proceedings, morEnergy and the Board's Compliance Staff jointly recommend and request that the Panel of the Board assigned to these Proceedings issue an Order approving this Settlement Agreement between morEnergy and the Board's Compliance Staff based on the following terms:

## **II. ADMITTED FACTS**

1. Subject to the Panel approving this Settlement Agreement, and as the basis for the findings, assurances, remedial actions and other terms set out herein:
  - a. morEnergy admits to all of the facts and to all of the allegations of non-compliance set out in the July Notice and the December Notice, and in the Contract Pricing Audit, with the exception of the allegations in the December Notice regarding Misrepresentations and Unauthorized Enrollment in Contracts by morEnergy sales agents and the Particulars in respect thereof (the "Misrepresentation Allegations"), which allegations and particulars morEnergy agrees not to dispute; and
  - b. In respect of all consumer complainants referred to in paragraph 4, below, morEnergy (i) agrees that the customers' written complaints and/or will-says will be admitted in evidence without formal proof before the Panel at the hearing of the joint submission to approve this Settlement Agreement, for the truth of their contents; (ii) agrees not to contest that those written complaints and/or will-says are sufficient to prove the truth of the Misrepresentation Allegations and to support Orders of the Panel implementing these terms of settlement in all respects, and (iii) agrees not to lead any evidence or make submissions to the contrary.

## **III. NOTICES TO CONSUMERS AND RESTITUTION**

2. morEnergy agrees to send a notice in a form and with the content attached as Appendix "A" to all of its existing low-volume customers that were signed up over the internet during an in-person visit by a sales agent equipped with an iPad since October 11, 2011, and that were not subsequently verified and affirmed (the "iPad Customers"). The notices will be sent by morEnergy on a date to be agreed upon with the Board's Compliance Staff (the "Notice Date"). morEnergy agrees that the terms of the notice offer each such customer the option, without paying any penalty or termination fee or damages in either event (and notwithstanding any provision in their contracts with morEnergy restricting their rights to terminate or providing for any such penalty, fee, or damages), either
  - a. by delivering a notice of election to morEnergy in writing within 4 weeks of the Notice Date, to reaffirm and continue in their contract with morEnergy; or
  - b. in default of sending any notice of election under paragraph 2.a., to revert automatically to system supply or standard supply, as appropriate, as of the first meter read after the Notice Date.
3. Not later than 4 weeks after the Notice Date, morEnergy will provide to the Board's Compliance Staff a list of the low-volume customers to whom a notice was sent under

paragraph 2, together with a copy of any notices of election received from such customers.

4. morEnergy agrees to pay restitution to all 13 consumer complainants referred to in the December Notice, and to any iPad Customers who may, as a result of the notices provided under paragraphs 2 and 8 complain to the Board within 4 weeks of the Notice Date that they are entitled to cancel their contracts in accordance with s. 19 (3) of the ECPA because the supplier has engaged in an unfair practice or because the agent fraudulently enrolled the customer. The restitution payable under this paragraph shall be calculated back to the date of enrollment in accordance with the terms of the ECPA, as interpreted by the Board's Bulletin entitled "Refund Payable to a Low-Volume Consumer Following Cancellation of a Contract" issued on March 15, 2012.

#### **IV. VOLUNTARY UNDERTAKINGS AND ASSURANCES**

5. morEnergy agrees to file and comply with a voluntary undertaking not to solicit or sign any new contracts for the supply of electricity or gas with any new low-volume customers for a period of 3 years from December 31, 2012, being the end of the last month in which morEnergy solicited and enrolled any low-volume customers.
6. morEnergy agrees to file and comply with a voluntary undertaking not to re-apply for a submeter license from the Board for a period of 3 years from December 31, 2012.
7. morEnergy agrees to file and comply with a voluntary assurance of compliance with respect to their continued servicing of all low volume customers.

#### **V. RESPONSE TO CONTRACT PRICING AUDIT**

8. morEnergy agrees to address the findings of the Contract Pricing Audit by reviewing all price comparison forms in respect of Energy Club and small commercial customers, and any other low volume residential consumers (other than customers referred to in paragraph 2) who were not subsequently verified and affirmed, and where such price comparison forms contain any of the deficiencies identified in the Contract Pricing Audit, morEnergy shall send a notice in a form and with content to be agreed to between morEnergy and the Board's Compliance Staff, enclosing a corrected price comparison form. The notices will be sent by morEnergy on a date to be agreed upon with the Board's Compliance Staff (the "Second Notice Date"). The terms of the notice will offer each such customer the option, without paying any penalty or termination fee or damages in either event (and notwithstanding any provision in their contracts with morEnergy restricting their rights to terminate or providing for any such penalty, fee, or damages), either
  - a. by delivering a notice of election to morEnergy in writing within 4 weeks of the Second Notice Date, to opt out of their contract with morEnergy and revert automatically to system supply or standard supply, as appropriate, as of the first meter read after the Second Notice Date; or
  - b. in default of sending any notice of election, to continue in their contract with morEnergy.

9. Not later than 4 weeks after the Second Notice Date, morEnergy will provide to the Board's Compliance Staff a list of the low-volume customers to whom a notice was sent under paragraph 8, together with a copy of any notices of election received from such customers.

#### **VI. ADMINISTRATIVE MONETARY PENALTY**

10. morEnergy agrees to pay to the Board an amount as an administrative penalty and costs in the amount of \$120,000 not later than two weeks following the date of the Panel's order referred to in paragraph 13, below.

#### **VII. EFFECT OF SETTLEMENT AGREEMENT**

11. This Settlement Agreement shall constitute a full and final resolution and settlement of all issues and matters that are the subject matter of these proceedings and of all issues and matters that are known to the Board's Compliance Staff as of March 21, 2013. In respect of the three-year period commencing December 31, 2012 and for so long as morEnergy is compliant with the voluntary undertaking referred to in paragraph 5, the Board's Compliance Staff will not initiate as against morEnergy or seek to involve morEnergy in, any further inspections, investigations, audits or other compliance procedures of or relating to morEnergy's sales or contracting practices during that period up to, but not later than December 31, 2015. For better certainty, the Board's Compliance Staff is not precluded from at any time taking such steps in relation to morEnergy's practices relating to its servicing of existing low-volume customers in respect of any period or periods.
12. This Settlement Agreement is without prejudice to any rights of existing customers of morEnergy signed up by any other method or in any other periods than those referred to in paragraph 2.

#### **VIII. JOINT REQUEST FOR ORDERS GIVING EFFECT TO THIS SETTLEMENT**

13. morEnergy and the Board's Compliance Staff hereby jointly request an order of the Panel, based on the admitted facts and assurances outlined above and any findings the Panel may thereupon make in its decision and order, to the effect that:
    - a. the Panel approves this Settlement Agreement in its entirety;
    - b. morEnergy shall comply with the terms and conditions described in this Settlement Agreement, including payment of the restitution required in accordance with paragraph 4 and the administrative monetary penalty and costs amount required in accordance with paragraph 10;
    - c. the Panel accepts the voluntary undertakings and assurances referred to in paragraphs 5, 6 and 7; and
    - d. the Panel make no further order as to costs of these proceedings.
-

I have authority to bind morEnergy to the terms set out in this Settlement Agreement



---

SIGNATURE

Name: *John Nassar*

Title: *President*

Dated: May ~~08~~ 16, 2013



## Appendix A

Blue Power Distributed Energy Corp. /  
morEnergy Savings Corp.  
185 The West Mall  
Toronto ON M9C 5L5  
www.bluepwr.com

[Date]

[Contract No. \_\_\_\_\_]

[Name of Customer]

[Address]

Dear [Customer]:

Re: [Name of Account Holder / Distributor / Account Number]

On [date] you entered into a contract with Blue Power Distributed Energy Corp. / morEnergy Savings Corp. over the internet for the supply of electricity / natural gas. A recent investigation by the Ontario Energy Board has resulted in us having to contact a number of our customers, including you. We are required to advise you that we did not comply with the legal and regulatory requirement that we subsequently verify by telephone the electricity / natural gas contract that we entered into with you on [date] and you may cancel your contract as a result.

Alternatively, if you wish to remain in your contract with Blue Power Distributed Energy Corp. / morEnergy Savings Corp. for the supply of electricity / natural gas, you are required to notify us in writing within 3 weeks of receipt of this letter.

If you do not notify us in writing within the required timeframe, your contract will be cancelled and you will receive electricity / natural gas from the local utility without interruption. In this respect, you do not need to take any further action.

If you have any questions about this letter or your enrollment with Blue Power Distributed Energy Corp. / morEnergy Savings Corp., please contact the Ontario Energy Board at 1-877-632-2727 or [market.operations@ontarioenergyboard.ca](mailto:market.operations@ontarioenergyboard.ca).

Yours truly,

Blue Power Distributed Energy Corp. / morEnergy Savings Corp.

**OFFICER CERTIFICATION FORM**  
**PJM MINIMUM PARTICIPATION CRITERIA**

**Below is the Officer Certification form to be used in compliance with PJM's Minimum Participation Requirements, as both were updated in a compliance filing with the Federal Energy Regulatory Commission on November 29, 2011.**

**Unless changes are directed by the Commission, this form should be executed by all entities participating in the PJM markets between January 1 and April 30 each year (no later than April 30, but no earlier than the preparation of the member's financial reports for the prior year).**

This certification form is provided in an editable PDF format, and may be printed as is and completed by hand, or the user may type in the Participant (member) Name, signatory's name, and signatory's title (the shaded fields), then print it and complete the remainder by hand.

Please note that when completing this certification, it would be helpful for clarity if you would indicate "N/A" next to paragraph 3 if you are not an "FTR Participant," since neither 3a nor 3b would apply to you in that event.

Completed certifications (and risk management procedures if required) should be sent to:

Credit Department  
PJM Interconnection  
955 Jefferson Ave  
Valley Forge Corporate Center  
Norristown, PA 19403

Thank you,  
PJM Credit Department