



PUCO USE ONLY – Version 1.07		
Date Received	Case Number	Certification Number
	14-0413- GA-CRS	

CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS SUPPLIERS

Please **type or print** all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-16 - 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 directly input information onto the form. You may also download the form by saving it to your local disk.

SECTION A - APPLICANT INFORMATION AND SERVICES

A-1 Applicant intends to be certified as: (check all that apply)

☐ Retail Natural Gas Aggregator ☐ Retail Natural Gas Broker ☒ Retail Natural Gas Marketer

A-2 Applicant information:

Legal Name Frontier Utilities Northeast, LLC
Address 5120 Woodway Drive, Suite 10015, Houston, TX 77056
Telephone No. 877-437-7440 Web site Address www.frontierutilities.com

A-3 Applicant information under which applicant will do business in Ohio:

Name Frontier Utilities Northeast, LLC
Address 5120 Woodway Drive, Suite 10015, Houston, TX 77056
Web site Address www.frontierutilities.com Telephone No. 877-437-7440

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

Frontier Utilities Northeast, LLC

A-5 Contact person for regulatory or emergency matters:

Name Scott Birmingham Title VP Marketing and Regulatory
Business Address 5120 Woodway Drive, Suite 10015, Houston, TX 77056
Telephone No. 832 397 6930 Fax No. 877 926 8193 Email Address scott.birmingham@frontierutilities.com

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

Name Scott Birmingham Title VP Marketing and Regulatory
Business address 5120 Woodway Drive, Suite 10015, Houston, TX 77056
Telephone No. 832 397 6930 Fax No. 877 926 8193 Email Address scott.birmingham@frontierutilities.com

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

Customer service address 5120 Woodway Drive, Suite 10015, Houston, TX 77056
Toll-Free Telephone No. 877 437 7440 Fax No. 877 926 8193 Email Address care@frontierutilities.com

A-8 Provide "Proof of an Ohio Office and Employee," in accordance with Section 4929.22 of the Ohio Revised Code, by listing name, Ohio office address, telephone number, and Web site address of the designated Ohio Employee

Name KBHR Statutory Corp Title Statutory Agent
Business address 65 E. State St., Ste 1800 Columbus, OH 43215
Telephone No. 614-462-5400 Fax No. 641-162-2643 Email Address n/a

A-9 Applicant's federal employer identification number 455436191

A-10 Applicant's form of ownership: (Check one)

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

A-11 (Check all that apply) Identify each natural gas company service area in which the applicant is currently providing service or intends to provide service, including identification of each customer class that the applicant is currently serving or intends to serve, for example: residential, small commercial, and/or large commercial/industrial (mercantile) customers. (A mercantile customer, as defined in Section 4929.01(L)(1) of the Ohio Revised Code, means a customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within the state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside of this state. In accordance with Section 4929.01(L)(2) of the Ohio Revised Code, "Mercantile customer" excludes a not-for-profit customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within this state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside this state that has filed the necessary declaration with the Public Utilities Commission.)

<input checked="" type="checkbox"/> Columbia Gas of Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Dominion East Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Duke Energy Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Vectren Energy Delivery of Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial

A-12 If applicant or an affiliated interest previously participated in any of Ohio's Natural Gas Choice Programs, for each service area and customer class, provide approximate start date(s) and/or end date(s) that the applicant began delivering and/or ended services.

☐ Columbia Gas of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Dominion East Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Duke Energy Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Vectren Energy Delivery of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

A-13 If not currently participating in any of Ohio's four Natural Gas Choice Programs, provide the approximate start date that the applicant proposes to begin delivering services:

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	05/01/2014
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	05/01/2014
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	05/01/2014
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	05/01/2014

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 **Exhibit A-14 "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-15 **Exhibit A-15 "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 natural gas or electricity to customers in North America.
- A-16 **Exhibit A-16 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-17 **Exhibit A-17 "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-18 **Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

SECTION 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 current 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 natural gas service, or retail/wholesale electric services.
- B-2 **Exhibit B-2 "Experience & Plans,"** provide a current 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 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations 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 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has 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 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas.

☒ 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.

SECTION 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, labeled as 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 whether 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 current financial arrangements to conduct competitive retail natural gas service (CRNGS) 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 CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

- C-6 Exhibit C-6 "Credit Rating," provide a statement disclosing the applicant's current 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 current 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 since applicant last filed for certification.
- 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, or at any time as a participant in the Ohio Natural Gas Choice programs.

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 Exhibit D-1 "Operations," provide a current written description of the operational nature of the applicant's business. Please include whether the applicant's operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.
- D-2 Exhibit D-2 "Operations Expertise," given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.
- D-3 Exhibit D-3 "Key Technical Personnel," provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

J. Hellums PRESIDENT AND CEO

Sworn and subscribed before me this 20 day of December Month 2013 Year

Jay Hellums, CEO

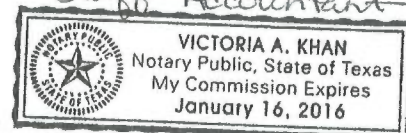
Signature of official administering oath

Print Name and Title

Victoria Khan
Staff Accountant

My commission expires on

January 16, 2016



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The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

Frontier Utilities Northeast, LLC)

for a Certificate or Renewal Certificate to Provide)

Competitive Retail Natural Gas Service in Ohio.)

Case No. 14 - 0413 -GA-CRS

County of Harris
State of Texas

Jay Hellums

[Affiant], being duly sworn/affirmed, hereby states that:

- (1) The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant.
- (2) The applicant will timely file an annual report of its intrastate gross receipts and sales of hundred cubic feet of natural gas pursuant to Sections 4905.10(A), 4911.18(A), and 4929.23(B), Ohio Revised Code.
- (3) The applicant will timely pay any assessment made pursuant to Section 4905.10 or Section 4911.18(A), Ohio Revised Code.
- (4) Applicant will comply with all applicable rules and orders adopted by the Public Utilities Commission of Ohio pursuant to Title 49, Ohio Revised Code.
- (5) Applicant will cooperate with the Public Utilities Commission of Ohio and its staff in the investigation of any consumer complaint regarding any service offered or provided by the applicant.
- (6) Applicant will comply with Section 4929.21, Ohio Revised Code, regarding consent to the jurisdiction of the Ohio courts and the service of process.
- (7) Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the certification or certification renewal application within 30 days of such material change, including any change in contact person for regulatory or emergency purposes or contact person for Staff use in investigating customer complaints.
- (8) Affiant further sayeth naught.

Affiant Signature & Title

Sworn and subscribed before me this 20 day of December Month 2013 Year

Jay Hellums, CEO

Signature of Official Administering Oath

Print Name and Title

Victoria Khan
Staff Accountant

My commission expires on

January 16, 2016

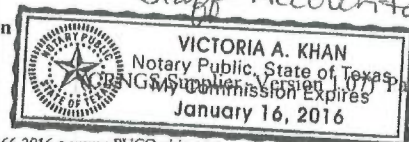


Exhibit A-14

Name & Address of Officers for Frontier Utilities Northeast, LLC

Jay D. Hellums, CEO

5120 Woodway Drive, Suite 10015
Houston, TX 77056
832-397-6934

Chris Weaver, CFO

5120 Woodway Drive, Suite 10015
Houston, TX 77056
832-397-6934

Scott Birmingham, VP Marketing and Regulatory

5120 Woodway Drive, Suite 10015
Houston, TX 77056
832-397-6934

Dayne Zimmerman, VP of Energy Management

5120 Woodway Drive, Suite 10015
Houston, TX 77056
832-397-6934

Preston Ochsner, Retail Electricity Sales

5120 Woodway Drive, Suite 10015
Houston, TX 77056
832-397-6934

Suresh Guddanti PhD., VP of Operations and Chief Information Officer

5120 Woodway Drive, Suite 10015
Houston, TX 77056
832-397-6934

Exhibit A-15 – Corporate Structure

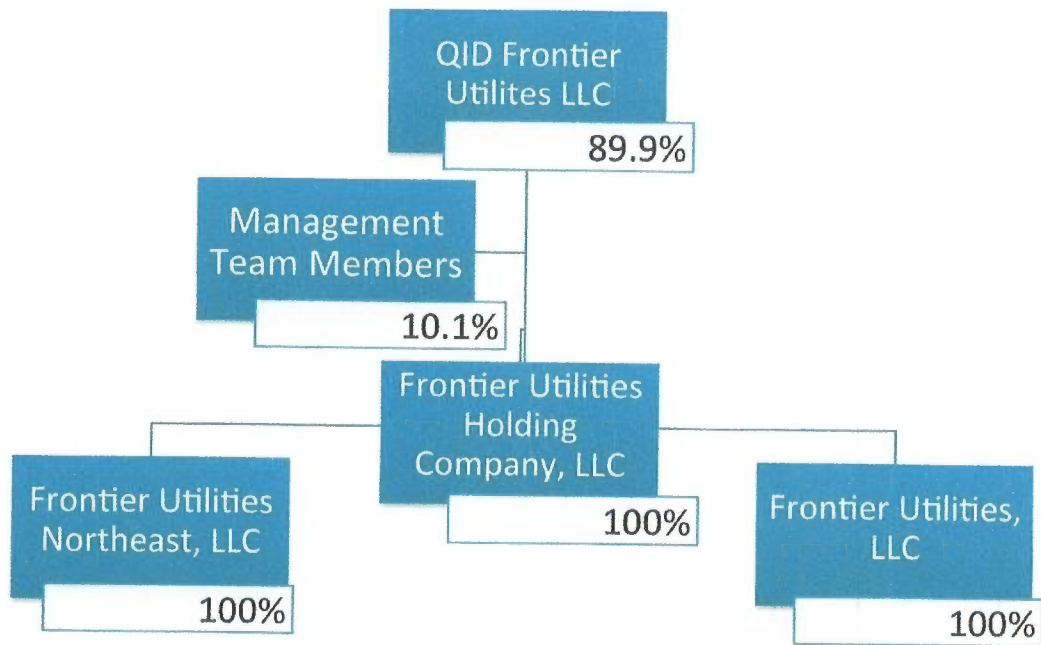


Exhibit A-16 - Company History

Since its formation, Frontier Utilities Northeast ("FUN"), and its affiliate, Frontier Utilities, has focused on the Texas energy market. Showing exponential growth in Texas with over 20,500 residential customers (12,000 KWh per annum) and 250 commercial customers (75,000-100,000 per annum), FUN has planned expanded its operations into the Mid-Atlantic, Northeast, and New England markets.

Applicant is a licensed REP in Texas, an ESCO in New York, a licensed EGS and NGS in Pennsylvania, as well as members in ERCOT, NYISO and PJM.

Frontier Utilities Northeast currently employs 40 full time employees in the State of Texas and has implemented a training program that focuses on maintaining the highest standards of customer service coupled with a focus on federal and state rules, regulations and orders concerning customer outreach promulgated by each respective jurisdiction.

Applicant has received approval from the New York Public Service Commission, is a NYISO member, and began formal operations in the fourth quarter of 2013 in the State of New York.

Applicant has also received PJM approval and plans to expand its operations throughout the PJM service territory. Beyond the State of Ohio, the Company plans to submit applications in New Jersey, Maryland, as well as other jurisdictions in the mid-Atlantic and New England regions.

FUN plans to serve all customer classes throughout the entire State of Ohio and will, at all times, adhere to all rules, regulations and orders promulgated by the PUCO.

FERC MBR Tariff, Docket No. ER13-2147-000, 001, 002.

Exhibit A-17 – Articles of Incorporation and By-Laws

Enclosed please find a copy of the Applicant's charter documentation for the State of Delaware, its jurisdiction of formation.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRONTIER UTILITIES NORTHEAST LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF OCTOBER, A.D. 2013.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.


AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FRONTIER UTILITIES NORTHEAST LLC" WAS FORMED ON THE FOURTH DAY OF MAY, A.D. 2012.

5150179 8300

131190725

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0809662

DATE: 10-11-13

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:48 PM 02/25/2013
FILED 04:34 PM 02/25/2013
SRV 130225196 - 5150179 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
OF
FRONTIER UTILITIES NEW YORK LLC

1. The name of the limited liability company is Frontier Utilities New York LLC (the "Company").
2. The Certificate of Formation of the Company is hereby amended as follows:
 1. The name of this Delaware limited liability company is:
Frontier Utilities Northeast LLC

IN WITNESS WHEREOF, the undersigned has executed this certificate on the 22nd day of February, 2013.

By: 

Name: Day D. Hellums

Title: Chief Executive Officer

FRONTIER UTILITIES NEW YORK, LLC

CONSENT OF SOLE MEMBER

February 22, 2013

The undersigned, being the sole member of Frontier Utilities New York, LLC, a Delaware limited liability company (the "Company"), does hereby waive any and all requirements for calling, giving notice of and holding a meeting of the members of the Company and, in lieu of such meeting and pursuant to the Delaware Limited Liability Company Act, hereby adopts and approves, or approves, confirms and ratifies, as applicable, the following resolutions by written consent:

Relating to the Certificate of Amendment

WHEREAS, the Sole Member has determined that it is advisable and in the best interest of the Company to change the name of the Company to Frontier Utilities Northeast LLC;

NOW, THEREFORE, BE IT RESOLVED, that the Sole Member hereby approves the amendment to the certificate of formation of the Company to effect the aforementioned name change.

RESOLVED FURTHER, that the form of, and all of the terms, provisions and conditions contained in the form of Certificate of Amendment that has been presented to the Sole Member are hereby approved and adopted in all respects.

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has executed this Consent as of the day first written above.

SOLE MEMBER:

FRONTIER UTILITIES HOLDING COMPANY,
LLC

By: 

Name: Jay D. Hellums

Title: Chief Executive Officer

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
OF
FRONTIER UTILITIES NEW YORK LLC

1. The name of the limited liability company is Frontier Utilities New York LLC (the "Company").
2. The Certificate of Formation of the Company is hereby amended as follows:
 1. The name of this Delaware limited liability company is:
Frontier Utilities Northeast LLC

IN WITNESS WHEREOF, the undersigned has executed this certificate on the 22nd day of February, 2013,

By: 

Name: Jay D. Hellums

Title: Chief Executive Officer

Exhibit A-18 – Secretary of State

Please see enclosed.

201401700263

DATE: 01/17/2014	DOCUMENT ID 201401700263	DESCRIPTION REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	FILING 125.00	EXPED 100.00	PENALTY .00	CERT .00	COPY .00
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Receipt

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

FRONTIER UTILITIES NORTHEAST, LLC
CHRIS WEAVER
5120 WOODWAY DRIVE, SUITE 10015
HOUSTON, TX 77056

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

2260654

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FRONTIER UTILITIES NORTHEAST, LLC

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

Document(s):

REG. OF FOR. PROFIT LIM. LIAB. CO.

Document No(s):

201401700263

Effective Date: 01/16/2014



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
17th day of January, A.D. 2014.

Jon Husted

Ohio Secretary of State

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

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.

As of the date of this filing, Frontier Utilities Northeast is licensed, certified, and registered to provide services in the state of New York, Pennsylvania, and Texas. Since its formation, Frontier Utilities Northeast (“FUN”), and its affiliate, Frontier Utilities, has focused on the Texas energy market. Showing exponential growth in Texas with over 20,500 residential customers (12,000 KWh per annum) and 250 commercial customers (75,000-100,000 per annum), Frontier has planned expanded its operations into the Mid-Atlantic, Northeast, and New England markets.

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.

Executive Summary

Frontier Utilities Northeast, LLC (hereafter "FUN" or "Company") is an independent energy marketer delivering focused on energy procurement and portfolio strategies. Having shown exponential growth in both the New York and Texas markets, the Company's goal is to expand its business model into the Northeast and Mid-Atlantic states. Employing seasoned professionals in the financial, electricity and natural gas sectors, FUN will utilize its proprietary model within the competitive marketplace by assisting all customer classes in making informed choices based on current market conditions, historical data, and future estimated needs. As an independent energy marketer, we work to secure the lowest-possible energy costs by purchasing on the spot market, utilizing hedging and other financial instruments and strategies to provide its customers the most competitive pricing models in the industry.

Fusing our progressive energy vision with custom procurement strategies, FUN works on behalf of our customers to manage energy expenditures, simplify utility bills and help customers navigate the evolving competitive electricity and natural gas marketplace.

FUN specializes in proprietary energy procurement and management strategies for all size residential, commercial, governmental and industrial end-users. Being well versed in the complexities of varying utility tariffs, fluctuating commodities pricing, and jurisdictional demographics, FUN assists our customers understand their energy costs, manage energy use to maximize cost reduction.

Business Strategy

FUN's mission is to assist residential, commercial and industrial consumers control energy costs and optimize budgets to achieve long-term energy goals. Currently being licensed and operating in the New York, Pennsylvania and Texas markets, our strategy is to expand into the mid-Atlantic, New England and Mid-West competitive markets.

To continue our success in the deregulated energy market, FUN tailors its approach to the unique operational needs of our customers' businesses and residences. Drawing on the experience of its managers and officers, we have developed and implemented efficient, cost-effective energy programs for all customer classes and sizes.

When customers enroll with Frontier Utilities Northeast, they continue to have their natural gas delivered to them via their local delivery company, who also services their lines and responds to any emergencies.

Consolidated billing statements are provided to the customer through the utility company. Frontier Utilities Northeast establishes how much the customer owes for that month based on their rate and usage. They then send that amount to the Utility who includes Frontier Utilities Northeast's charges on their consolidated bill which is in turn provided to the customer.

For customer inquiries, the Company can be reached 24-hours a day via care@frontierutilities.com or toll-free (877-437-7440) that customers can call Monday-Friday, 9am-5pm EST to have questions regarding their service answered. Additionally, Frontier Utilities Northeast has a fully staffed Customer Service department that specializes in responding to questions/concerns and will fully comply with any and all Commission rules adopted pursuant to Section 4928.10 of the Ohio Revised Code.

Frontier Utilities Northeast intends, upon Commission approval, to provide retail natural gas supply services to consumers and businesses throughout the State of Ohio.

Exhibit B-3 "Summary of Experience," provide a concise summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide.

Frontier Utilities Northeast was founded on May 4, 2012. Since its formation, Frontier Utilities Northeast ("FUN"), and its affiliate, Frontier Utilities, has focused on the Texas electricity market primarily. Showing exponential growth in Texas with over 20,500 residential customers (12,000 KWh per annum) and 250 commercial customers (75,000-100,000 per annum), Frontier has planned expanded its operations into the Mid-Atlantic, Northeast, and New England markets.

Though licensed to supply natural gas in various jurisdictions, and a managerial team with extensive experience in the natural gas market, FUN has not, to date, engaged in any natural gas contracts. The Applicant plans on moving forward in the retail natural gas market in the near term.

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.

Frontier Utilities Northeast has no existing, pending or past rulings that could adversely impact Applicant's ability to provide services as a CRNGS.

C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

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.

Applicant, Frontier Utilities Northeast (“Frontier” or “Company”) is a privately held corporation and does not have shareholders. An Annual Report to Shareholders and/or the public is not applicable.

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.

As a privately held company, Applicant is not required to file with the Securities and Exchange Commission. Frontier is not an SEC registrant, had no public issuances of debt or equity and, therefore, has no SEC reporting obligations. Quarterly and annual reports, such as 10-Ks, 8-Ks and 10-Qs are not applicable.

CONFIDENTIAL

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.

Applicant, Frontier Utilities Northeast, includes herein its audited financial statements for FY2011, FY2012, and unaudited statements for FY2013 as they are not yet available.

Please note that a motion for protection of Applicant’s proprietary, sensitive financial information, including all statements hereunder, accompanied this application.

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Exhibit C-4 "Financial Arrangements, provide copies of applicant's current financial arrangements to conduct competitive retail natural gas service (CRNGS) as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit arrangements, etc.)

Applicant Frontier Utilities Northeast has a credit arrangement with Pacific Summit Energy, ("PSE").

Please see a copy of the credit agreement. Again, Frontier respectfully requests that this material remain confidential.

CONFIDENTIAL

CONFIDENTIAL

Exhibit C-5 "Forecasted Financials." Provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant's CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

The documentation responsive to this Exhibit has been filed under seal along with a Motion for Protective Order

Prepared by

Chris Weaver, CFO
5120 Woodway Drive, Suite 10015
Houston, TX 77056
T: 832-397-6930
F: 877-926-8193
E: chris.weaver@frontierutilities.com

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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.

Applicant does not subscribe to the above mentioned organizations.

Exhibit C-7 "Credit Report," provide a copy of the applicant's credit report from Experian, Dun and Bradstreet or a similar organization.

Applicant includes herein a recent credit report from D&B.



Frontier Utilities, Llc

DUNS: 80-943-4421

Dashboard

Company Info

5120 Woodway Ste 10015
Houston, TX 77056

Phone: (832) 426-1380

URL: www.frontierutilities.com

Scores

Paydex	Delinquency Predictor		Financial Stress		Supplier Eval Risk Rating	Credit Limit Rec.	DandB Rating
Score	Score	Class	Score	Class	Rating	Recommendation	Rating
80 ▼	536 ▼	2	1527 ▲	2	1 ▼	\$35K	3A1

Recent Alerts

INQUIRY 05/18/13 **1 New Inquiry**

INQUIRY 05/02/13
2 New Inquiries

INQUIRY 04/20/13 **1 New Inquiry**

SCORE 03/31/13 **Commercial Credit Score Improved**

Inquiries

Most Recent

Date	SIC / Sector	Report type
05/15/13	Services	Comprehensive Report
04/29/13	Mining	Comprehensive Report
04/29/13	Mining	Comprehensive Report
04/17/13	Wholesale Trade	Comprehensive Report
02/12/13	Services	Comprehensive Report

Top 5 Inquiries by SIC / Sector (12 Months)

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.

Frontier Utilities Northeast has not had any bankruptcy filings, reorganizations within the most recent two preceding years.

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.

Frontier Utilities Northeast has not had any dissolutions, mergers or acquisitions within the five most recent years preceding the application.

Exhibit D-1 “Operations,” provide a current written description of the operational nature of the applicant’s business. Please include whether the applicant’s operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.

Frontier Utilities Northeast (“Frontier”) has established business processes and systems to manage all aspects of supplying retail electricity in Ohio. Frontier operations will not include the generation of power from owned assets. Instead, Frontier will purchase physical power via day ahead and real time markets and via preferred supply arrangements with wholesale suppliers.

In terms of customer related operations, Frontier manages established business processes and systems to ensure accurate, timely and compliant customer enrollments and interactions. We operate a customer relationship management system, which is integrated with outside vendor systems (EDI) and each utility.

Exhibit D-2 - Operations Expertise

To demonstrate Technical Fitness, Applicant hereby provides the following:

- Operating, Business Overview and Staffing levels

Jay D. Hellums, CEO

During 2011, Mr. Hellums arranged, financed and completed the acquisition of Frontier Utilities LLC, a five year old Houston-based retail energy supplier. He now leads, as President and CEO, a new management team that is building an emerging top tier retail energy company providing electricity to residential and commercial customers in Texas, and soon, in Northeast competitive energy markets. Frontier Utilities is focused on providing its customers with unparalleled value through world-class customer service, the use of innovative technology and best-in-class wholesale energy supply management. Mr. Hellums partnered with Quintana Infrastructure and Development for the investment and is on Frontier's Board along with Quintana's representatives.

Before Frontier, Mr. Hellums was Senior Vice President of Wholesale Energy Management for Direct Energy, one of the largest competitive retail energy suppliers in North America. During his seven years (2003-2010) at Direct Energy, he led a team of about 200 employees and established wholesale energy operations to support gas and power sales in all major competitive retail energy markets (ERCOT, PJM, NYISO, ISO-NE, CAISO, Ontario, Alberta).

Prior to Direct Energy, Mr. Hellums was with El Paso Merchant Energy Europe from 2000 to 2003 and was responsible for building, from the early planning stage, a successful 200 person pan-European asset-based oil, gas and power marketing business. Before moving to El Paso, Hellums was with Enron in Houston (1993-1995) and London (1996 to 2000). With Enron, he was responsible for various trading, marketing, business development and corporate finance/investing activities and served on the Board of Directors of a listed company that he financed, Paladin Resources plc. He previously held positions with First City Bancorporation and Bankers Trust. Mr. Hellums has an MBA from Rice University and a BBA in Finance from the University of Houston.

Dr. Suresh Guddanti, Ph.D, CIO

Dr. Guddanti joined Frontier Utilities in 2012 as Chief Information Officer, aimed at transforming the business thru innovation in technology across the board. His role expanded to VP of Operations, leading the call center, billing and transactions groups. Before Frontier, Dr. Guddanti was IT Director with Liberty Power for about a year, leading their major IT initiatives including mobile application development for door to door sales channels.

Prior to Liberty, Dr. Guddanti was with Direct Energy, one of the largest competitive retailers in North America for about nine years (2002-2011). During this tenure he led the development of key systems in forecasting, scheduling, settlements, finance and sales. Before Direct Energy, Dr. Guddanti was with New Power, an early startup in the retail electric space developing their forecasting systems for power and gas. He joined New

Power after a one year consulting project with Enron developing their in-house risk system for gas.

Prior to Enron, Dr. Guddanti obtained his PhD in Neural Networks and Artificial Intelligence and a Master's Degree in Engineering specialized in Robotics from Louisiana State University where he continued as faculty at the School of Forestry for seven years developing instrumentation and log scanning systems for the lumber industry.

OPERATIONS OVERVIEW

Since its formation, Frontier Utilities Northeast ("FUN"), and its affiliate, Frontier Utilities, has focused on the Texas energy market. Showing exponential growth in Texas with over 20,500 residential customers (12,000 KWh per annum) and 250 commercial customers (75,000-100,000 per annum), FUN has planned expanded its operations into the Mid-Atlantic, Northeast, and New England markets.

Applicant is a licensed REP in Texas, a ESCO in New York, as well as members in ERCOT, NYISO and PJM.

Frontier Utilities Northeast currently employs 40 full time employees in the State of Texas and has implemented a training program that focuses on maintaining the highest standards of customer service coupled with a focus on federal and state rules, regulations and orders concerning customer outreach promulgated by each respective jurisdiction.

Applicant has received approval from the New York Public Service Commission, is a NYISO member, and is planning to begin operations in that jurisdiction in the fourth quarter of this fiscal year.

Applicant has also received PJM approval and plans to expand its operations throughout the PJM service territory. Beginning in the Commonwealth of Pennsylvania, the Company plans to submit applications in New Jersey, Maryland, and Ohio.

FUN plans to serve all customer classes throughout the entire Commonwealth of Pennsylvania.

FERC MBR Tariff, Docket No. ER13-2147-000 enclosed.

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.

Key Technical Personnel's professional resumes attached.

Jay D. Hellums, CEO

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Houston, TX 77056
832-397-6934
jay.hellums@frontierutilities.com

Chris Weaver, CFO

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832-397-6934
chris.weaver@frontierutilities.com

Scott Birmingham, VP Marketing and Regulatory

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Houston, TX 77056
832-397-6934
scott.birmingham@frontierutilities.com

Dayne Zimmerman, VP of Energy Management

5120 Woodway Drive, Suite 10015
Houston, TX 77056
832-397-6934
dayne.zimmerman@frontierutilities.com

Preston Ochsner, Retail Electricity Sales

5120 Woodway Drive, Suite 10015
Houston, TX 77056
832-397-6934
preston.ochsner@frontierutilities.com

Suresh Guddanti PhD., VP of Operations and Chief Information Officer

5120 Woodway Drive, Suite 10015
Houston, TX 77056
832-397-6934
suresh.guddanti@frontierutilities.com

Preston Ochsner

Retail Electricity Sales

Contract negotiations, deal structuring, recruiting, natural gas, business, gas, energy, consulting, aggregator, broker, consultant, ERCOT, Texas, power, CPA, MBA, Tulane, OBU, Russia, renewable energy, wind energy, biomass power plants, green energy, RECs

Vice President Sales at Frontier Utilities
September 2013 - Present

Director, Indirect Sales at ENCOA - Energy Company of America
December 2011 - August 2013

Increased gross margin from commercial and industrial sales to over \$11 million a year.

ENCOA is the retail division of Twin Eagle Resource Management, LLC, providing electricity, natural gas, and energy solutions to end-use customers within deregulated markets. ENCOA is currently operating in Texas, Illinois, Pennsylvania, and Ohio.

Twin Eagle is a leading wholesale energy marketer and energy service provider concentrating on the physical natural gas, electricity, coal and crude markets operating across North America. Twin Eagle's organization is headquartered in Houston, Texas and was founded by industry veterans Chuck Watson and Cliff Jones.

Vice President of Sales at Constellation Energy (StarTex Power)
February 2009 - September 2011

- Led sales for the fastest growing, privately held energy company in the US (Inc. 500 August 13, 2009)
- Revenue increased by more than \$284 million from 2008 to 2010

12 recommendations available upon request

National Sales Director at Spark Energy
May 2004 - February 2009

National Sales Director 2006 to 2009

- * Increased retail origination gross margin from less than \$500k/year to over \$8 million/year
- * Increased the number of active channel partners from 5 to 31
- * Responsible for originating retail natural gas and electricity deals in 15 states, including Texas, New York, Massachusetts and Connecticut
- * Developed, negotiated and closed the company's first 100% renewable energy deal

Wholesale Supply Director

2004 to 2006

- * Priced and managed over \$100 million of load for commercial and industrial customers in ERCOT
- * Provided retail electricity consulting services to wholesale providers and large end users.
- * Worked with Navigant Consulting to develop an ERCOT renewable energy RFP, resulting in 20 different proposals from 15 different suppliers. Proposals included wind, solar, and biomass.

11 recommendations available upon request

Regional Director at LOWERPOWERBILL

November 2003 - February 2004

Developed a business and marketing plan to expand LowerPowerBill into the Houston region with a goal of over \$800,000 in annual revenue. Developed a database of over 1,000 commercial and industrial customers in the region. Customers include Valero and Colonial Pipeline among others.

Director of Pricing at CONSTELLATION NEWENERGY

January 2002 - October 2003

Generated new business by working directly with sales staff and large commercial and industrial customers in ERCOT to help close retail deals. Met with customers and potential customers to educate them on the competitive market, to determine their needs, structured and designed products that met their needs, MCPP, calls, floors, costless collars, block) to meet those needs and then presented those products to the customers. Customers included Wal-Mart, The Texas Medical Center, DHB and Cardell.

Managed a team of 5 professionals responsible for the pricing and settlement of ERCOT power electricity deals. Reduced average pricing turnaround time from 24 hours to 26 minutes per client.

1 recommendation available upon request

Senior Specialist at Enron

July 2000 - December 2001

Priced and managed over 500 MW (over \$130 million) of load for commercial and industrial customers in ERCOT.

1 recommendation available upon request

Senior II at ERNST & YOUNG

February 1999 - July 2000

Audited energy companies, including BP, Tesoro Petroleum and Chevron Oil and Gas.

Accountant at KOCH INDUSTRIES

1998 - 1999

Accounted for the international crude trading business.

Consultant at GLOBAL OPTIONS - RUSSIA

August 1996 - April 1998

Taught the First Decker CPA Review course in Russia and was rated the top instructor by the students.

Auditor at FINLEY & COOK

January 1994 - August 1996

Audited small to medium businesses in Oklahoma

Sales Management
Accounting
Employee Hiring
Energy
Natural Gas
Contract Negotiations
Deal Structuring
Renewable Energy
Gas
Contract Negotiation
Negotiation
Risk Management
New Business Development
Energy Management
Leadership
Commodity Markets
Recruiting
Solar Energy
Start-ups
Business Development
Project Planning
Petroleum
Business Strategy
Sales
Management Consulting
Business Planning
Strategic Planning
Strategy
Market Analysis
Analysis
Pricing
Operations Management
CRM
Process Improvement
Project Management
Competitive Analysis
Executive Management
Forecasting
Mergers & Acquisitions
Demand Response
Energy Industry
Trading

Energy Markets
Consulting
Wind
Electricity Markets
Sustainable Energy
International Business
Due Diligence
Contract Management

Tulane University
MBA, Finance, 2003 - 2005

Oklahoma Baptist University
BBA, Accounting, 1992 - 1996
Activities and Societies: Zeta Pi Lambda

ERCOT, Power, Electricity, China, Consulting, Ernst & Young, Texas, Oklahoma, Sales, Risk Management, Trading, Energy Management, Demand Side Management, Predominant Use Tax Consulting, Biodiesel, Wind Generation, Alternative Fuels, Asset Management, Small Businesses, Renewable Energy, Farming, Teaching, Skiing, 2nd Generation Bioethanol

Preston Ochsner

Retail Electricity Sales



25 people have recommended Preston

"I found Preston to always be competent and pleasant. He was quick to act on critical issues and demanded superior performance from his team(s). Always approachable. I found Preston to be a colleague with whom it was easy to work. I often looked forward to projects which would involve him. I highly recommend Preston as an asset to any team/organization!"

— **Preston Hord**, *Supervisor Commercial Services/Webchat, StarTex Power*, worked with Preston at Constellation Energy (StarTex Power)

"I've worked with Preston over the last 8 years. We first started working together while he was at Spark and continued doing business together when he transitioned over to StarTex Power (Constellation Energy). Preston always delivered on any requests I made and always put the client first. For me, that's always been one of his greatest assets."

— **Tim Sanchez**, *President, Bid Texas On-Line, Inc.*, was with another company when working with Preston at Constellation Energy (StarTex Power)

"Preston has retail market knowledge beyond compare and it all comes from his firsthand experience. Spending time 'talking shop' with him has always been enlightening for me."

— **Troy Donovan**, *Market Development Manager, CenterPoint Energy*, was with another company when working with Preston at Constellation Energy (StarTex Power)

"I highly recommend Preston Ochsner in any future endeavors. He is a tender strategist and he knows how to think outside the box. He possesses the ability to see an overall big picture and map out how to accomplish the goal at hand. Preston is also a shrewd negotiator. He works to get to know the buyers and build good rapport. He was always open to new ideas and quick to resolve a problem should one arise. His team is top notch! They were trained well. Both Preston and his team provided excellent knowledge base, skills, and client care. Reis Key Key Utility Management, LLC."

— **Reis Key - Shipp**, *Owner, Key Utility Management*, was with another company when working with Preston at Constellation Energy

"I have worked as an electricity broker when he was with Preston two different electricity providers. He was always been easy to work with and diligent in finding creative solutions to problems. We will be happy to work with him again and told him so recently."

— **Peter Carrico**, *President, GeoVend International*, was with another company when working with Preston at Constellation Energy

"Preston is very knowledgeable and personable executive. His management style allows him to have great success with his employees and business partners."

— **Ruben Almazan**, *President, Euregia Consultants Inc.*, was with another company when working with Preston at Constellation Energy

"I've had the pleasure of working with Preston on numerous projects in the past. He always strives to encourage individual growth and a results-oriented atmosphere. His willingness to share his knowledge in the area of Sales has helped me reach a new level of understanding when working on other sales-related projects. Preston is definitely someone I could recommend anytime."

— **Karen Cash**, *Business Analyst/Project Lead, StarTex Power*, worked with Preston at Constellation Energy

"Preston is incredibly goal oriented and helps his employees learn to improve. He provided the tools and learning I needed to become effective in sales and broker management. He is an excellent boss and salesman. I recommend him for any company looking to improve their business."

— **Scott Boyd**, *Broker Liaison, StarTex Power*, reported to Preston at Constellation Energy

"Preston is the type of guy you want on your team. He's persistent and driven and finds solutions for whatever is before him. Throughout my interactions, I was always very impressed with his enthusiasm and outstanding customer service."

— **Lachlan Coffey**, *Sourcing Analyst, Summit Energy*, was with another company when working with Preston at Constellation Energy

"Preston is the pinnacle of an energy industry professional...straightforward, flexible and a deal maker...."

— **Philip E. Clark**, *Business Development Manager - NE Region, Direct Energy-Business*, was with another company when working with Preston at Constellation Energy

"Preston is an accomplished and result oriented professional executive with extensive experience and proven leadership skills. His knowledge within the energy industry has been extremely beneficial in building market share within the competitive electricity industry at every level during his career."

— **Keith Pelham**, *Executive Vice President of Business Development, Good Energy LP*, was with another company when working with Preston at Constellation Energy

"Preston has always been the first person I turn to when a crisis arises between our companies. He has always responded promptly and handled diligently. I highly recommend Preston."

— **John Elias**, *Senior Energy Consultant, CEM, Choice! Energy Services*, was with another company when working with Preston at Constellation Energy

"Preston is an expert in the retail energy field and a dedicated team member. He is tenacious in exhausting all efforts to get a deal closed. He is always willing to think outside the box to find a solution to keep a deal moving forward. Preston has successfully launched initial campaigns in new markets to identify how to best grab market share and repeatedly showcases his skill in adding customers to grow an existing customer base. He is also extremely skilled in negotiation. Preston quickly assesses the parties involved and finds a way to accomplish compromise that is a win for both sides. Preston would be a great asset to any company, not only as a leader in sales management, but also as a colleague who is willing to invest personally in his team and co-workers."

— **Deela Roe, Credit, Spark Energy**, worked with Preston at Spark Energy

"Preston's a great guy and I highly recommend him."

— **Rob Cantrell, Senior VP - Sales & Marketing, Champion Energy**, was with another company when working with Preston at Spark Energy

"I have known and worked with Preston in the energy business for several years. He is one of the most knowledgeable and capable Sales Directors that we interact with. Preston made significant contributions when he joined Spark that resulted directly in our companies developing a successful and mutually beneficial relationship over the years."

— **St Clair Newbern IV, President & CEO, Live Energy Inc.**, was with another company when working with Preston at Spark Energy

"Preston is an extremely bright guy with a wealth of knowledge concerning electricity. I worked briefly with him and then we continued our relationship when I started my own brokerage. He is always professional as well as a great guy to hang out with after work. I highly recommend him. Chris Hixson"

— **Chris Hixson, President & Co-Founder, www.SelectYourRate.com**, was with another company when working with Preston at SPARK ENERGY

"Preston is a well-balanced and focused individual that sees the big picture and knows how to attain the desired results. There is no doubt that my firm will work with Preston again and again."

— **Christopher Prejean**, was Preston's client

"Preston is an innovative team leader that I would always want on my side! He is creative in generating new streams of revenue and thinking outside the box! I've worked with Preston for over 4 years now and I will always go to him for advice, ideas, and mentorship!"

— **Glencora Ore, Energy Consultant, GSE Consulting, LP.**, worked with Preston at SPARK ENERGY

"Preston has been a key resource and supplier to help grow our natural gas brokerage business. He and his firm have been accommodating and fair with their dealings with us. I recommend working with Preston and his firm."

— **John Allario**, was Preston's client

"Preston is a good guy. During my working with him I admired his tenaciousness in getting things done and on his speaking abilities. He has been on the forefront of changing our organization for the better. Go get 'em Preston!"

— **Eric Rinn**, *CIO, Spark Energy*, worked with Preston at SPARK ENERGY

"Preston has been an exceptionally good client to work with. He is very personable and responsive at all times, even though I know he is extremely busy and traveling extensively. It's been an absolute pleasure working with him, and I hope to have the opportunity to work with him for years to come."

— **Jenny Stewart**, *Account Manager, Addison Search IT*, was a consultant or contractor to Preston at SPARK ENERGY

"I work with Preston on a weekly basis. Whenever I call him for help, he gives immediate attention to the matter at hand. He is a people pleaser. Preston has also done a wonderful job acting as a mentor to face of my daily contact at Spark Energy."

— **Tracy Hodge**, *Sales Coordinator, SaveOnEnergy.com*, was with another company when working with Preston at Spark Energy, L.P.

"Preston has pulled together a team that makes working with brokers both efficient and a top priority. I know when I take a customer to them that they will do the RIGHT THING for that customer and treat them as I would myself. A great example of leadership and customer centric service and support from a sales organization....rare indeed."

— **Ed Hale**, *Owner, Blufix Solutions*, was with another company when working with Preston at Spark Energy, L.P.

"Preston has a solid understanding of commodity trading in ERCOT. Through his experience at Constellation he gained a greater understanding of basis and shape trading in the electrical power industry and how those factor into end use pricing."

— **Clayton Greer**, *VP Regulatory Affairs, Constellation Energy Commodities Group*, worked with Preston at Constellation NewEnergy

"I worked pretty closely with Preston at Enron. He's a pleasure to work with and understands the markets very well."

— **Mark Courtney**, *Director, Enron*, managed Preston indirectly at Enron

Contact Preston on LinkedIn

Dayne Zimmerman - Vice President of Energy Management for Frontier Utilities
Northeast, LLC

5120 Woodway Drive, Suite 10015 – Houston, TX 77056

POSITIONS HELD

Frontier Utilities, LLC, Houston, TX

Vice-President, Energy Management 2/2012–present

Commodity Data Analytics, Houston, TX

Founder, Owner 12/2010-present

Direct Energy, Houston, TX

3/2003–11/2010

Head of ERCOT Trading

Director, Asset Optimization

RWE Trading Americas Inc., Houston, TX

Structuring Analyst 1/2002–9/2003

Enron Wholesale Services, Houston, TX

Manager of Research 2000–2001

First Union Securities, Inc., Charlotte, NC

Vice President Associate, Quantitative Research 1999–2000

Shearson Lehman Bothers, Jackson, MS Financial Consultant 1991–1992

EDUCATION & CERTIFICATION

Dayne Zimmerman - Vice President of Energy Management for Frontier Utilities

Northeast, LLC

5120 Woodway Drive, Suite 10015 – Houston, TX 77056

Mississippi State University, Starkville, MS and PhD, Finance, Coursework and Qualifying Exams complete

Masters of Science, Finance, 1998

Minor in Mathematics

Millsaps College, Jackson, MS

Bachelor of Science, Economics with Honors, 1991

Minors in Mathematics and Computer Studies

CFA charterholder

PUBLICATIONS & RESEARCH

Spark Spreads: An Endogenous Model of Power-Gas Correlation, Presented at the Eastern Finance Association, 2012.

Divestment Decisions, 2003, Blackwell Dictionary of Finance, 2nd Ed., with Peter Dadalt, Ginette McManus, and James Owers.

Do Borrowers with Different Size Mortgages Exhibit Similar Prepayment Behavior? An Analysis of Fannie Mae Mortgage Pools, 2001, Review of the Academy of Finance, with Helen Currie and Ed Duett.
Received overall Distinguished Paper Award.

JAY DAVID HELLUMS

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Houston, TX 77019

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Mobile: 713-540-2530
Home: 713-529-2557

SUMMARY

Proven business builder with track record of formulating and executing ambitious growth strategies. Respected expert with broad sector experience including natural gas, oil, power, carbon and renewable energy – extensive industry knowledge. Entrepreneurial leader possessing unique combination of acquisition/transactional, operations and commodity markets experience. Recognized for building strong businesses in North America and Europe based on well-informed strategies, attracting and motivating excellent people, and sustained focus on high quality operations.

PROFESSIONAL EXPERIENCE

President and CEO

Frontier Utilities

February 2007 – Present | 11 years | Houston, TX

Arranged, financed and completed the acquisition of Frontier Utilities LLC, a well-established, rapidly growing, Houston-based retail energy supplier. Leading a new hand-picked management team that is building an emerging top tier retail energy company providing electricity to residential and commercial customers in Texas, and soon, in Northeast competitive energy markets. Frontier Utilities is focused on providing its customers with unparalleled value and service through personalized customer service, the use of innovative and cost efficient technology and through best-in-class wholesale energy supply management. Partnered with Quintana Infrastructure and Development for the investment.

Partner and founder

Braemar Capital Partners

July 2010 – Present | 4 years | Houston, TX

Energy investment company providing extensive management experience and deep industry expertise to client companies.

CENTRICA PLC/DIRECT ENERGY, HOUSTON, TX

2003 – 2010

\$30 billion market cap, FTSE 100, UK-based integrated energy company.

Senior Vice President, Wholesale Energy Management Division

Recruited to build and lead wholesale gas and power operations for new North American subsidiary, Direct Energy. Established new upstream and midstream profit centers while maintaining best-in-class support of rapidly expanding retail gas and power business units. Successfully grew from cost center into business generating \$80mm in new operating profit with 200 employees.

- Success with U.S. businesses resulted in promotion after three years to manage all North American wholesale gas and power, adding firm's Canadian energy management operations.
- Conceived and executed innovative strategies to move into power generation, wind power, gas storage and transportation, energy trading/marketing, renewable energy, carbon and REC trading.
- Cost-effectively procured over \$5 billion annually of natural gas and electricity for delivery to retail customers in 15 U.S. states and 5 Canadian provinces.
- Controlled key business risks – M&A deal valuation assumptions, VaR, volumetric, counterparty/exchange limits – through Financial Risk Management Committee.
- Crafted commercial strategies and coordinated new activities (power, gas, carbon markets, global LNG) through UK NA strategy forums with CEO and Centrica Managing Director.

- Led transformational projects with McKinsey, Wood Mac, Bain, CERA, Sirius, etc.

Major functional responsibilities:

Retail Energy Procurement

Expanded retail energy operations through 12 new market entries, introduction of new products, acquisition and integration of Strategic Energy (\$300mm) and other large retail deals. Built one of North America's largest most successful retail energy suppliers with five million customers.

- Supported retail business units with keen pricing (hourly, seasonal, locational, optionality), cost-effective energy procurement, smart hedging strategies, and precise scheduling operations.
- Established new energy operations in ERCOT, MISO, ISO-NE, ISO-NY, PJM, CAISO, Alberta, and Ontario power markets and six regional natural gas markets.

Power Generation

Launched strategy to vertically integrate through acquisition and integration of power generation plants.

- Acquired at highly attractive prices and seamlessly integrated three utility scale (1,300MW) mid merit CCGT natural gas-fired power plants.
- Delivered top tier financial and operating results compared to Centrica's UK plant fleet by optimizing commercial operations, fuel supply and real-time dispatch.
- Led commercial work stream – valuation, extensive site visits, commercial due diligence, and integration planning – for \$1.7 billion M&A project for Conectiv (4,500MW fleet generator).

Wind Power/Renewable Energy

Created entrepreneurial renewable energy team that originated wind/solar deals, traded carbon and RECS.

- Executed power purchase contracts with major developers for new utility-scale wind farms.
- Led M&A project to acquire Airtricity's North American wind business (sold to E.ON).

Midstream Gas and Trading

Produced and optimized diverse portfolio of natural gas transportation and storage used for deliveries to retail customers, managing swing supply to power stations, and for trading/marketing.

- Storage profits made from 19 Bcf of low and high cycle in Canada, Gulf Coast and Mid Con.
- Developed focused regional expertise giving competitive advantage to gas trading/marketing.

Origination/Wholesale Transactions

Assembled focused team that closed on-strategy transactions including gas storage and pipeline capacity, wholesale supply deals, tolls on power plants, LNG terminal agreements, asset developments.

- Led M&A projects to acquire trading/marketing businesses and gas storage companies.

Finance, Accounting, Information Systems, Regulatory

Provided leadership to key support functions embedded in business unit.

- Approved Division financial statements and approved IAS 39/IFRS hedge accounting.
- Designed sophisticated management dashboards to measure and improve performance.
- Key contributor on committee overseeing information systems priorities and projects.
- Oversaw wholesale energy regulatory lobbying/advocacy priorities and strategies.

EL PASO MERCHANT ENERGY EUROPE LIMITED, LONDON, ENGLAND

2000 – 2003

Managing Director, Head of European Operations

Established merchant energy business in Europe and built operations from scratch achieving ambitious initial plan targets. Generated EBIT of \$20mm and employed 130 at peak in 2002.

- Researched and wrote detailed business plan - discussed with and approved by CEO.

- Personally recruited key management employees; formed strong team with positive culture.
- Secured gas, power, petroleum and LNG asset/contract positions in key markets.
- Tactfully handled merger with Coastal Corporation and integrated European businesses.
- Led European business restructuring including CEO-approved effort to market 'spin off.'

Trading

Established trading desks for Nordic, German, Dutch, French, Spanish and UK power and UK gas.

- Recruited front, middle, and back office personnel for all trading functions.
- Integrated Coastal's oil and refined products trading/marketing.
- Developed scheduling systems and modified and implemented El Paso's U.S. risk system.

Origination/Power Assets

Assembled strong commercial team that generated deal flow to grow business.

- Closed high value deals including pipeline and transmission capacity and natural gas storage.
- Sourced power generation opportunities including tolls, contract restructurings and acquisitions.
- Oversaw investments in power generation plants – Kladno, Czech Republic; EMA Power, Hungary; Enfield Energy Center, England, and Fife Power, Scotland.

ENRON EUROPE LIMITED, LONDON, ENGLAND

1996 – 2000

Head of Corporate Finance Origination

1997 – 2000

Hand picked ten person team executing principal investments/acquisitions/financings in European energy with primary focus on upstream E&P and power generation.

- Rapidly built successful team, market presence and reputation.
- Invested equity in and served on Board of Directors of Paladin Resources plc. Start-up grown into one of UK's largest, most successful independent E&P companies (worth GBP 1.2 billion).
- Led team which bid on PVO Nordic generation company, Powergen North Sea E&P, Kings Lynn and Peterborough CCGT plants.

Director, Enron Europe Finance and Trading Limited

Head Trader UK Power and Gas

1996 – 1997

Selected member of new team to export business model to Europe and build up UK power/gas trading including setting trading limits, devising trading strategies and managing traders.

- Created risk systems to manage growing gas and power exposures, including North Sea J-block.
- Supplied gas to and managed power from Teesside Power, UK's largest CCGT, (1,870MW).
- Valued and managed tolling contracts to build 790 MW Sutton Bridge power station.

ENRON CAPITAL AND TRADE RESOURCES INC., HOUSTON, TX

1993 – 1996

Manager, Risk Management and Trading

1994 – 1996

Recruited by Managing Director to join highly competitive trading team to create and manage innovative new trading desk (Gas Daily Swaps and Options).

Manager, Enron Finance Corporation

1993 – 1994

Performed complex valuation work on over \$200 million of financings, mostly volumetric production payments and mezzanine deals for independent oil/gas producers. Oversaw hedging on completed deals.

FIRST CITY BANCORPORATION OF TEXAS, HOUSTON, TX

1991 – 1993

Leading regional commercial bank acquired by JP Morgan Chase.

Assistant Vice President, Loan Officer, International Division

JAY DAVID HELLUMS
713-540-2530

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Managed portfolio of predominantly energy-related loans – reserves-based loans, non-recourse project finance for gas processing – to international companies with operations in U.S.

FIRST NATL BANK OF SOUTHERN AFRICA, JOHANNESBURG, SOUTH AFRICA 1988

Formerly, Barclays Bank of Southern Africa, one of the 'big four' banks in South Africa.
Selected through rigorous process to work as ex pat summer intern in commercial banking group.

BANKERS TRUST COMPANY, NEW YORK, NY 1984 – 1987

Assistant Treasurer

Completed intensive management training program and nominated for executive development program.
Promoted to officer and managed complex back office operations supervising 25 employees.

EDUCATION

MBA, Jesse H. Jones Graduate School of Business, Rice University, Houston, TX
BBA, Finance, University of Houston, Houston, TX
Chartered Financial Analyst Candidate (completed levels 1 and 2)

AFFILIATIONS AND DEAL LIST AVAILABLE

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Summary: Application for Certification as a Competitive Retail Natural Gas Marketer
electronically filed by Ms. Margeaux Kimbrough on behalf of Frontier Utilities Northeast, LLC