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The Public Utilities Commission of Ohio

14-1320-EL-AGG

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

## CERTIFICATION APPLICATION FOR AGGREGATORS/POWER BROKERS

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

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

### A. APPLICANT INFORMATION

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

Legal Name Orion Power Holdings, LLC.

Address 3422 Old Capital Trail Ste 1811 Wilmington, Delaware 19808

Telephone # (888) 906-1420 Web site address (if any) www.orionpowerholdings.com

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

Legal Name Orion Power Holdings, LLC.

Address 3422 Old Capital Trail Ste 1811 Wilmington, Delaware 19808 AND 152 SE 5th Ave Delray Beach, FL 33483

Telephone # (888) 906-1420 Web site address (if any) www.orionpowerholdings.com

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

Orion Power Holdings, LLC.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

Name Allan M. Rudd

Title Operations Manager

RECEIVED-DOCKETING DIV  
2014 JUL 30 PM 2:13  
PUCO

Business address 152 SE 5th Avenue Delray Beach, FL 33483

Telephone # (888) 906-1420

Fax # (888) 335-4560

E-mail address (if any) allan@orionpowerholdings.com

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

Name Inge Webb

Title President

Business address 152 SE 5th Avenue Delray Beach, Florida 33483

Telephone # (888) 906-1420

Fax # (888) 335-4560

E-mail address (if any) inga@orionpowerholdings.com

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

Customer Service address 152 SE 5th Avenue Delray Beach, FL 33483

Toll-free Telephone # (888) 906-1420

Fax # (888) 335-4560

E-mail address (if any) inga@orionpowerholdings.com

**A-7 Applicant's federal employer identification number # 455151143**

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

☐ Sole Proprietorship

☐ Limited Liability Partnership (LLP)

☐ Corporation

☐ Partnership

☒ Limited Liability Company (LLC)

☐ Other

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

☒ First Energy

☒ Ohio Edison

☒ Toledo Edison

☒ Cleveland Electric Illuminating

☒ Duke Energy

☐ Monongahela Power

☒ American Electric Power

☒ Ohio Power

☒ Columbus Southern Power

☒ Dayton Power and Light

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

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☒ Mercantile

☒ Mercantile

☒ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

☐ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

- A-10 Provide the approximate start date that the applicant proposes to begin delivering services  
September 1, 2014

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

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

**B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE**

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

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

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

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

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

☒ No      ☐ Yes

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

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

☒ No      ☐ Yes

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

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

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

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

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

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

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

✓ President  
Signature of Applicant & Title

Sworn and subscribed before me this 24 day of July, 2014  
Month Year

Mary E. Douty  
Signature of official administering oath

Mary E. Douty Customer Service  
Print Name and Title



MARY E. DOUTY  
NOTARY PUBLIC My commission expires on 6/17/2016  
STATE OF FLORIDA  
Comm# EE208821  
Expires 6/17/2016

# **AFFIDAVIT**

State of Florida :

Delray Beach ss.  
(Town)

County of Palm Beach :

Inge Webb, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the Managing Partner (Office of Affiant) of Orion Power Holdings, LLC. (Name of Applicant);

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

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



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

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief and that he/she expects said Applicant to be able to prove the same at any hearing hereof.

↓  
[Signature] President  
Signature of Affiant & Title

Sworn and subscribed before me this 24 day of July, 2014  
Month Year

[Signature]  
Signature of official administering oath

Mary E. Douty Customer Service  
Print Name and Title



MARY E. DOUTY  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# EE208621  
Expires 6/17/2016

My commission expires on 6/17/2016

**Exhibit A-11 "Principal Officers, Directors & Partners"**

**MANAGING MEMBERS**

Title MGRM

WEBB, INGE  
1485 MASTERS CIR. UNIT 152  
DELRAY BEACH, FL 33445

RUDD, HARRISON K.  
152 SE 5<sup>th</sup> AVENUE  
DELRAY BEACH, FL 33483

**Exhibit A-12 "Corporate Structure,"**

Orion Power Holdings, LLC. Incorporated in Delaware

3422 Old Capital Trail Ste 1811

Wilmington, Delaware 19808

Orion Power Holdings, LLC – Registered -Foreign Corporation – State of Florida

Operations Office –

152 SE 5<sup>th</sup> AVE

Delray Beach, Florida 33483

Our firm is in the process of incorporating in Texas under the name

Orion Power Holdings of Texas, LLC.

### **Exhibit A-13 "Company History,"**

Orion Power Holdings LLC was incorporated in Delaware on 4/27/2012

Our firm was founded solely as a consulting company, offering pricing and execution of electric and gas contracts for sales organizations for their suppliers. Our primary focus in 2012 was 1) developing an infrastructure consisting of a quality customer relations software platform and 2) combining pricing modules and ESCO contracts. We combined proprietary software with in-house servers to manage our clients and prospects and instituted a PBX system, together with outbound dialing and client lead tracking capability. We offered small to medium sized energy rooms with the legal expertise to price and close their deals. As we grew, we made the decision to open our own sales organization. This decision was made as the smaller firms were going out of business from lack of capital. Orion stepped in to handle renewals for the customers of the now defunct power sales organizations. At this time, we are seeking licensure with PUCO and various other states agencies as we continue to expand.

**Exhibit A-14 "Articles of Incorporation and Bylaws,"**

SEE ATTACHED

DELAWARE ARTICLES OF INCORPORATION . . . . . PAGES 13-15

Certificate of Formation 13

Organizational Minutes 14

Delaware Good Standing Certification 15

STATE OF FLORIDA ELECTION AS A FOREIGN CORPORATION . . . PAGES 16-20

Florida Division of Corporations – Status ACTIVE 16

Florida Division of Corporations Foreign Corp Filing 17 -20

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:41 AM 04/27/2012  
FILED 11:34 AM 04/27/2012  
SRV 120482620 - 5146271 FILE

# *Certificate of Formation* of **ORION POWER HOLDINGS LLC**

- FIRST: The name of the limited liability company is ORION POWER HOLDINGS LLC.
- SECOND: The address of its registered office in the State of Delaware is 3422 Old Capitol Trail, Suite 700, Wilmington, DE 19808-6192, county of New Castle. The name of its registered agent at such address is DELAWARE BUSINESS INCORPORATORS, INC.
- THIRD: The initial member of this Limited Liability Company has the authorization to lend money to, borrow money from, act as a surety, guarantor or endorser for, guarantee or assume one or more obligations of, provide collateral for, and transact other business.
- FOURTH: The duration of this Limited Liability Company will be perpetual.

IN WITNESS WHEREOF, the undersigned Authorized Agent has executed this Certificate of Formation on this date of 4/27/2012.

AUTHORIZED PERSON:

AGENT - DELAWARE BUSINESS INCORPORATORS, INC.

By: Russell D. Murray, v.p.  
RUSSELL D. MURRAY, V.P.

DBI ID: 795161045

UNANIMOUS CONSENT IN LIEU OF  
ORGANIZATION MEETING OF INCORPORATORS OF

ORION POWER HOLDINGS LLC

**THE UNDERSIGNED**, being the authorized agent of the above named Limited Liability Company, a company organized under the laws of the State of Delaware, does hereby adopt the following resolutions:

**RESOLVED**, that a copy of the Certificate of Formation of this company, which has been filed in the office of the Secretary of State of Delaware, be prefixed to the minutes/operating agreement and that this company proceed to do business there under.

**RESOLVED**, that the following is designated to constitute the Members/Managers of this company, to hold this position for the ensuing year:

Sherryl Young  
3422 Old Capitol Trail # 1811  
Wilmington, DE 19808

**RESOLVED**, that the Members/Managers be and it is hereby authorized to issue the membership certificates of this company to the full amount or number of members authorized by the Certificate of Formation (which may or may not appear in the document) and any amendments added thereto, in such amounts and proportions as from time to time shall be determined by the Member/Manager, and to accept in full or in part payment thereof such property as the Member/Manager may determine shall be good and sufficient consideration and necessary for the business of the company.

**RESOLVED**, that the Managers/Members be and it is hereby authorized to take any action necessary for the full organization and the conduct of business of the company including, but not limited to, the establishment of bank accounts, and entering into contracts.

AUTHORIZED AGENT:  
DELAWARE BUSINESS INCORPORATORS, INC.

BY: Russell D. Murray, Jr.  
RUSSELL D. MURRAY, VICE PRESIDENT

DATE: 4/27/2012

DBI ID: 795161045

Prepared by:  
Delaware Business Incorporators, Inc.  
302.996.5819

# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORION POWER HOLDINGS 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 FOURTH DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ORION POWER HOLDINGS LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
2012 JUN -6 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ST46271 830

120699885

AUTHENTICATION: 9615646

DATE: 06-04-12



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS**Detail by Entity Name****Foreign Limited Liability Company**

ORION POWER HOLDINGS LLC.

**Filing Information**

<b>Document Number</b>	M12000003179
<b>FBI/EIN Number</b>	455151143
<b>Date Filed</b>	06/06/2012
<b>State</b>	DE
<b>Status</b>	ACTIVE
<b>Last Event</b>	LC AMENDMENT
<b>Event Date Filed</b>	09/14/2012
<b>Event Effective Date</b>	NONE

**Principal Address**258 SE 6TH AVENUE, SUITE 10  
DELRAY BEACH, FL 33483

Changed: 02/13/2013

**Mailing Address**258 SE 6TH AVENUE, SUITE 10  
DELRAY BEACH, FL 33483

Changed: 02/13/2013

**Registered Agent Name & Address**Rohr Bookkeeping, Inc  
1485 MASTERS CIRCLE  
UNIT 152  
DELRAY BEACH, FL 33445

Name Changed: 05/01/2014

Address Changed: 09/14/2012

**Authorized Person(s) Detail****Name & Address**

Title MGRM

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ORION POWER HOLDINGS LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed Affidavit by Foreign Limited Liability Company to Change Manager(s) or Managing Member(s) and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

INGE WEBB

Name of Person

Firm/Company

1485 MASTERS CIRCLE UNIT 152

Address

DELRAY BEACH, FL 33445

City/State and Zip Code

INGA.WEBB@GMAIL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

INGE WEBB

Name of Person

at ( 561 )

908-3866

Area Code and Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Enclosed is a check for the following amount:**

☒ \$25 Filing Fee

☐ \$30 Filing Fee &  
Certificate of Status

☐ \$55.00 Filing Fee &  
Certified Copy

☐ \$60 Filing Fee,  
Certificate of Status &  
Certified Copy

CR2E123(8/07)

FILED  
2012 SEP 14 PM 4:19  
TALLAHASSEE, FLORIDA  
CORPORATION STATE

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Orion Power Holdings LLC  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Sherryl Young  
Name of Person

Orion Power Holdings LLC  
Firm/Company

3422 Old Capitol Trail #1811  
Address

Wilmington, Delaware 19808  
City/State and Zip Code

syoung @ orionpowerholdings.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sherryl Young at ( 302 ) 241-0705  
Name of Person Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

2012 JUN -6 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☒ \$130.00 Filing Fee &  
Certificate of Status

☐ \$155.00 Filing Fee &  
Certified Copy

☐ \$160.00 Filing Fee, Certificate  
of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Orion Power Holdings LLC.  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 45-5151143  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 4-27-12 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 3422 Old Capitol Trail # 1811  
Wilmington, DE 19808  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Sherryl Young  
1420 NW Boca Raton Blvd. #5  
Boca Raton, FL 33432

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

Any and all lawful business

Sherryl Young  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Sherryl Young  
Typed or printed name of signee

2012 JUN -6 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Orion Power Holdings LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Sherryl Young  
(Name)

1420 NW Boca Raton Blvd #

Florida Street Address (P.O. Box NOT ACCEPTABLE)

BOCA RATON, FL 33432

City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 JUN -6 AM 10:32

FILED

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

Sherryl Young  
(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

**Exhibit A-15 "Secretary of State,"**

SEE ATTACHED

STATE OF OHIO CERTIFICATE OF FILING . . . . . PAGES 22-24

OHIO REGISTRATION EFFECTIVE 7/16/2014 22

OHIO Secretary of State Foreign LLC 23-24



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/18/2014	201419801156	REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	125.00	0.00	0.00	0.00	0.00

**Receipt**

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

ORION POWER HOLDINGS LLC  
34252 OLD CAPITAL TRAIL  
STE 1811  
WILMINGTON, DE 19808

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted  
2311485

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

**ORION POWER HOLDINGS, LLC.**

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

Document(s)

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

Effective Date: 07/16/2014

Document No(s):

**201419801156**

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

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
18th day of July, A.D. 2014.

Ohio Secretary of State



Form 533B Prescribed by:  
Ohio Secretary of State  
**JON HUSTED**  
Ohio Secretary of State

Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)  
www.OhioSecretaryofState.gov  
Busserv@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 670  
Columbus, OH 43216

Expedite Filing (Two-business day processing  
time requires an additional \$100.00).  
P.O. Box 1390  
Columbus, OH 43216

## Registration of a Foreign Limited Liability Company

Filing Fee: \$125

CHECK ONLY ONE (1) BOX

(1) ☒ Registration of a Foreign For-Profit Limited  
Liability Company  
(106-LFA)  
ORC 1705

Jurisdiction of Formation

Date of Formation

(2) ☐ Registration of a Foreign Nonprofit  
Limited Liability Company  
(106-LFA)  
ORC 1705

Jurisdiction of Formation

Date of Formation

Name of Limited Liability Company in its jurisdiction of formation

Name under which the foreign limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation) is:

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd"

The address to which interested persons may direct requests for copies of the limited liability company's operating agreement, bylaws, or other charter documents of the company is:

Name

Mailing Address

City

State

ZIP Code



The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is

REGISTERED AGENTS INC

Name

2012 W 25th Suite 501

Mailing Address

Cleveland

Ohio

44113

City

State

ZIP Code

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- a. an agent is not appointed, or
- b. an agent is appointed but the authority of that agent has been revoked, or
- c. the agent cannot be found or served after the exercise of reasonable diligence.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Must be signed by an authorized representative.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Allan M. Rudd

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

**Exhibit B-1 "Jurisdictions of Operation,"**

As of the date of this filing, Orion Power Holdings LLC is in the process of becoming certified, licensed, registered or otherwise authorized to provide retail or wholesale electric services including aggregation in Ohio and Texas.

## **Exhibit B-2 "Experience & Plans,"**

The Management of Orion Power Holdings LLC has extensive experience managing customers, pricing electric and gas and completing contracts.

Thru the use of our CRM software, we are able to track and store complete details regarding each customer. Since we are a power broker, we do not provide any billing, as that is handled directly by the supplier. Currently, we have channel partner agreements in place with AEP, Hudson Energy, USG&E, Plymouth Rock Energy, NextEra, Glacial, Energy ME, Infinite Energy, Green Mountain and Encoa.

Orion owns and maintains a very complex PBX (private branch exchange) that routes all calls between offices, employees and appropriate departments. A PBX is defined as:

A **business telephone system** is any of a range of a multiline telephone systems typically used in business environments, encompassing systems ranging from small key systems to large scale **private branch**. A business telephone system differs from simply using a telephone with multiple lines in that the lines used are accessible from multiple telephones, or "stations" in the system, and that such a system often provides additional features related to call handling. Business telephone systems are often broadly classified into "key systems", "hybrid systems", and "**private branch exchanges**".

A key system was originally distinguished from a private branch exchange (PBX) in that it allowed the station user to see and control the calls directly, manually, using lighted line buttons, *while a private branch exchange operated in a manner similar to the public telephone system, in that the calls were routed to the correct destination by being dialed directly. Technologically, private branch exchanges share lineage with central office telephone systems, and in larger or more complex systems, may rival a central office system in capacity and features.*

Thru the implementation of our PBX, we are able to handle all customer inquiries with immediate person to person contact. Additionally, we maintain and control our own email exchange servers to route all emails in an exchange environment. All emails are responded to in real time.

**Exhibit B-3 "Summary of Experience,"**

Orion Power Holdings LLC is a broker/consultant. We are experienced in reading and understanding a client's electric and gas bills to determine their usage and demand. Thru this analysis, we are able to price a client's usage from our various providers. For those clients requiring historical usage, we contact the appropriate TDSP and obtain that information for the client utilizing an executed LOA (letter of authorization). As of the date of this filing, we have completed approximately 325 contracts or renewals for our clients. Additionally, we have purchased a book of business from a now defunct organization which managed 65 gWh of electric annually. As these contracts expire, our firm estimates another 400 clients will be added to our business model.

**Exhibit B-4 "Disclosure of Liabilities and Investigations,"**

There are no existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact Orion Power Holdings financial or operational status or ability to provide the services it is seeking to be certified to provide.

**Exhibit C-1 "Annual Reports,"**

Orion Power Holdings LLC. is a privately held corporation and as such does not maintain annual reports to investors.

**Exhibit C-2 "SEC Filings,"**

Orion Power Holdings, LLC. is not a publicly traded company and as such is not required to file with the SEC. As such, Orion Power Holdings does not maintain 10-K/8-K Filings with the SEC.

**Exhibit C-3 "Financial Statements,"**

Q1 2014 Profit and Loss . . . . .	Page 32
2013 Profit and Loss . . . . .	Page 33
2013 Balance Sheet . . . . .	Page 34
2012 Profit and Loss . . . . .	Page 35
2012 Balance Sheet . . . . .	Page 36



10:46 AM  
07/11/14  
Cash Basis

**Orion Power Holdings LLC**  
**Profit & Loss**  
January through March 2014

	<u>Jan - Mar 14</u>
Ordinary Income/Expense	
Income	
Commission Income	20,858.30
Total Income	<u>20,858.30</u>
Gross Profit	20,858.30
Expense	
Advertising	0.00
Automobile Expense	
Fuel	1,065.36
Insurance	1,008.56
Parking	18.50
Repair and Maintenance	352.46
Tolls	<u>10.00</u>
Total Automobile Expense	2,454.88
Bank Service Charges	89.50
Computer and Internet Expenses	29.99
Licenses and Fees	93.93
Meals and Entertainment	4,189.66
Non-Employee Compensation	6,840.00
Office Supplies	207.10
Rent	690.00
Repairs & Maintenance	34.43
Utilities	
Cell Phone	392.99
Utilities - Other	<u>768.36</u>
Total Utilities	1,161.35
Total Expense	<u>15,790.84</u>
Net Ordinary Income	<u>5,067.46</u>
Net Income	<u><u>5,067.46</u></u>

10:44 AM  
07/11/14  
Cash Basis

**Orion Power Holdings LLC**  
**Profit & Loss**  
**January through December 2013**

	<u>Jan - Dec 13</u>
Ordinary Income/Expense	
Income	
Commission Income	20,558.72
Total Income	<u>20,558.72</u>
Gross Profit	20,558.72
Expense	
Accounting	300.00
Advertising	392.88
Automobile Expense	
Fuel	1,969.16
Insurance	911.76
Parking	8.00
Repair and Maintenance	2,345.68
Tolls	16.25
Total Automobile Expense	<u>5,250.85</u>
Bank Service Charges	698.20
Charitable Contribution	25.00
Computer and Internet Expenses	1,076.97
Legal Fees	158.00
Licenses and Fees	923.84
Marketing	287.95
Meals and Entertainment	7,254.52
Non-Employee Compensation	16,384.78
Office Supplies	1,029.73
Postage & Shipping	25.76
Rent	4,376.90
Repairs & Maintenance	450.85
Travel Expense	164.80
Utilities	
Cell Phone	705.90
Utilities - Other	712.96
Total Utilities	<u>1,418.86</u>
Total Expense	<u>40,219.89</u>
Net Ordinary Income	<u>-19,661.17</u>
Net Income	<u><u>-19,661.17</u></u>

10:44 AM  
07/11/14  
Cash Basis

**Orion Power Holdings LLC**  
**Balance Sheet**  
As of December 31, 2013

	<u>Dec 31, 13</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
Checking/Savings	
Wells Fargo #9987 main	67.40
<b>Total Checking/Savings</b>	<u>67.40</u>
<b>Total Current Assets</b>	67.40
<b>Fixed Assets</b>	
Furniture and Equipment	1,338.60
<b>Total Fixed Assets</b>	<u>1,338.60</u>
<b>TOTAL ASSETS</b>	<u><u>1,406.00</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Equity</b>	
Opening Balance Equity	0.10
Owner's Investment	21,098.83
Retained Earnings	-31.76
Net Income	-19,661.17
<b>Total Equity</b>	<u>1,406.00</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>1,406.00</u></u>

10:42 AM  
07/11/14  
Cash Basis

**Orion Power Holdings LLC**  
**Profit & Loss**  
**January through December 2012**

	<u>Jan - Dec 12</u>
Ordinary Income/Expense	
Income	
Commission Income	1,324.83
Total Income	<u>1,324.83</u>
Gross Profit	1,324.83
Expense	
Automobile Expense	
Fuel	324.48
Parking	4.00
Repair and Maintenance	9.53
Total Automobile Expense	<u>338.01</u>
Bank Service Charges	24.00
Meals and Entertainment	568.77
Non-Employee Compensation	
Dave Katlic	92.10
Total Non-Employee Compensation	<u>92.10</u>
Office Supplies	48.41
Utilities	285.30
Total Expense	<u>1,356.59</u>
Net Ordinary Income	<u>-31.76</u>
Net Income	<u><u>-31.76</u></u>

10:43 AM  
07/11/14  
Cash Basis

**Orion Power Holdings LLC**  
**Balance Sheet**  
As of December 31, 2012

	<u>Dec 31, 12</u>
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
Oper Acct #8866	116.51
Total Checking/Savings	<u>116.51</u>
Total Current Assets	<u>116.51</u>
<b>TOTAL ASSETS</b>	<u><b>116.51</b></u>
<b>LIABILITIES &amp; EQUITY</b>	
Equity	
Opening Balance Equity	0.10
Owner's Distribution	
Inga Webb	148.17
Total Owner's Distribution	<u>148.17</u>
Net Income	<u>-31.76</u>
Total Equity	<u>116.51</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><b>116.51</b></u>

**Exhibit C-4 "Financial Arrangements,"**

Orion Power Holdings LLC letters of status . . . . . PAGES 38-39

PNC BANK	38
TD BANK	39



July 24, 2014

ORION POWER HOLDINGS LLC.  
1485 MASTERS CIRCLE UNIT 152  
DELRAY BEACH, FL 33445

Dear Tow whom it may concern:

In response to your request that PNC Bank, National Association provide written verification concerning your (checking/savings/certificate of deposit) account(s), we are providing the following information:

<u>Account No.</u>	<u>Date Opened</u>	<u>Balance as of date of this letter</u>
1217153192	06/20/2014	\$19,244.98

This information is subject to any outstanding items or charges.

Sincerely,

PNC Bank, National Association

Mary E Doutry  
Customer Service Rep

#### CUSTOMER AUTHORIZATION/ACKNOWLEDGMENT

I/we hereby acknowledge that I/we have requested and authorized PNC Bank, National Association to provide this written verification concerning my/our (checking/savings/certificate of deposit) account(s).

Dated this 24 day of July, 2014.

Customer Signature:

Customer Signature: \_\_\_\_\_

**To:** Whom it may concern

**From:** TD Bank

**Subject:** Account Status

Orion Power Holdings LLC currently has an account housed in our Delray Beach location. The account is current and in good standing. If any further information is needed please feel free to contact me at 561-330-6692.

Cameron M Vargo

A handwritten signature in black ink, appearing to read 'C M Vargo', with a long horizontal stroke extending to the right.

Store Supervisor



**Exhibit C-5 "Forecasted Financial Statements,"**

FORECAST thru December 31, 2014 . . . . . PAGE 41

12:02 PM  
07/11/14  
Cash Basis

**Orion Power Holdings LLC**  
**Profit & Loss Forecast Overview**  
**January through December 2014**

	Jan - Dec 14
Ordinary Income/Expense	
Income	
Commission Income	102,793.60
Total Income	102,793.60
Gross Profit	102,793.60
Expense	
Accounting	300.00
Advertising	1,964.40
Automobile Expense	
Fuel	2,953.76
Insurance	4,720.00
Parking	12.00
Repair and Maintenance	2,345.68
Tolls	32.50
Total Automobile Expense	10,063.94
Bank Service Charges	1,486.00
Charitable Contribution	25.00
Computer and Internet Expenses	2,550.00
Legal Fees	158.00
Licenses and Fees	1,385.77
Marketing	431.94
Meals and Entertainment	9,068.18
Non-Employee Compensation	16,384.78
Office Supplies	1,029.73
Postage & Shipping	25.76
Rent	4,376.90
Repairs & Maintenance	450.85
Travel Expense	164.80
Utilities	
Cell Phone	6,550.00
Utilities - Other	1,780.00
Total Utilities	8,330.00
Total Expense	58,196.05
Net Ordinary Income	44,597.55
Net Income	44,597.55

## Exhibit C-6 "Credit Rating,"



### BizVerify<sup>SM</sup> Report

as of: 07/21/14 17:29 ET

#### Orion Power Holdings LLC

<b>Address:</b>	3422 Old Capitol TRL # 1811 Wilmington, DE 19808-6124 United States	<b>Key Personnel:</b>	Young Sherryl
<b>Experian BIN:</b>	960936055	<b>Business Type:</b>	Unavailable
<b>Agent:</b>	Young Sherryl	<b>Experian File Established:</b>	June 2012
<b>Agent Address:</b>	1420 NW Boca Raton BLVD 5 Boca Raton, FL	<b>Experian Years on File:</b>	1 Year
		<b>Years in Business:</b>	More than 1 Year
		<b>Filing Data Provided by:</b>	Delaware
		<b>Date of Incorporation:</b>	06/06/2012

This location does not yet have an estimated Days Beyond Terms (DBT), or a Payment Trend Indicator. This is often the result of too few Payment Tradelines.

Please use the '[BusinessCreditFacts.com](http://BusinessCreditFacts.com)' link at the bottom of the report for more information on establishing Payment Tradelines.

✓ Bankruptcies:	0
✓ Liens:	0
✓ Judgments Filed:	0
✓ Collections:	0

**Exhibit C-7 "Credit Report,"**

**Based on the previous Biz Verify Report from Experian, Orion Power Holdings, LLC. has no derogatory credit.**

**Exhibit C-8 "Bankruptcy Information,"**

There have been no 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 Orion Power Holdings or any officer of Orion Power Holdings in the current year or within the two most recent years preceding the application. (OR EVER)

**Exhibit C-9 "Merger Information,"**

Orion Power Holdings, LLC. has not had any dissolution or merger within the five most recent years preceding the application.

Orion Power Holdings, LLC. has had one or acquisition in the previous two years regarding the management of clients from Global Energy Solutions. The press release for this acquisition is attached herewith at pages 46-47.



See more news releases in [Electrical Utilities](#) | [Gas](#) | [Oil & Energy](#) | [Utilities](#) | [Acquisitions, Mergers and Takeovers](#)

## Orion Power Holdings Completes Acquisition of Global Energy Solutions II, LLC. To enhance Orion's unregulated retail strategy



WILMINGTON, Del. and DELRAY BEACH, Fla., May 17, 2013 /PRNewswire-iReach/ -- Orion Power Holdings today announced it has completed its' acquisition of all accounts and clients related to Global Energy Solutions II, LLC. from the Florida corporation also known as GES II. The terms of the agreement are not being disclosed. The acquisition gives Orion an extensive increase in current energy contracts and expands their broad b2b client base.

Global Energy Solutions II, LLC, based in Florida, provided electric brokerage for retail business customers in Ohio, Illinois and other deregulated electricity markets. The company also provided energy solutions, including gas and green energy nationwide. GESII managed approximately 75 Gwh annually.

### About Orion

Orion Power Holdings, LLC. is a national leader in b2b energy contracts for medium to large size businesses. Based in Wilmington, Delaware, the firm also has offices in Delray Beach, Florida.

"Adding the extensive contract base of GESII to our already growing list of clients will give us a strong platform on which to grow our retail energy business and hedge the output of our soon-to-be expanding unregulated markets team," said David Katlic, Orion Managing Partner. "The retail customer acquisition of GESII, will enhance our already successful retail business and diversify the offerings available as we expand our customer base," said Eric Snyder, Orion Power Holdings Managing Member.

Information about Orion can be found

at <http://www.orionpowerholdings.com> and <https://www.facebook.com/orionpowerholdings>

~ ~ ~ ~

Orion, the Orion Power Holdings logo, and "It's Your Choice" logo are registered trademarks of Orion Power Holdings, LLC. in the U.S. All other trademarks mentioned in this document are the property of their respective owners. This document is Orion Power Holdings Public Information.

### Forward-Looking Statements

This press release may be deemed to contain forward-looking statements, which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including the expected benefits to Orion and service providers from completing the asset acquisition. Readers are cautioned that these forward-looking statements are only predictions and may differ materially from actual future events or results due to a variety of

factors, including, among other things, the retention of the GES II client base and the ability of Orion to successfully integrate the GES II assets and to achieve expected benefits, business and economic conditions and growth trends in the networking industry, customer markets and various geographic regions, global economic conditions and uncertainties in the geopolitical environment and other risk factors set forth in Orion's most recent reports. Any forward-looking statements in this release are based on limited information currently available to Orion Power Holdings, which is subject to change, and Orion Power Holdings will not necessarily update the information.

Press Contacts

- Allan Rudd +1 302 241 0705 [allan@orionpowerholdings.com](mailto:allan@orionpowerholdings.com)
- David Katlic +1 888 906 1420 [dkatlic@orionpowerholdings.com](mailto:dkatlic@orionpowerholdings.com)

Industry Relations

- Eric Snyder +1 888 906 1420 [eric@orionpowerholdings.com](mailto:eric@orionpowerholdings.com)

**Media Contact:** Allan Rudd, Orion Power Holdings, LLC., 302.241.0702, [info@orionpowerholdings.com](mailto:info@orionpowerholdings.com)

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