

DOCKET 04-1015-EL-CRS

FIL

May 18, 2016

VIA FEDERAL EXPRESS Ms. Barcy F. McNeal, Secretary Public Utilities Commission of Ohio Docketing Division 13th Floor 180 East Broad Street Columbus Ohio 43215-3793

RE: <u>BIENNIAL LICENSE RENEWAL APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER</u> <u>MARKETERS - ENGLE RESOURCES INC. - CRES LICENSE NO. 04-118(1)</u>

Pursuant to Rule 4901:1-24-09 of the Ohio Administrative Code, ENGIE Resources Inc. (formerly known as GDF SUEZ Energy Resources NA, Inc.) hereby submits an original and three (3) copies of its 2016 Renewal Application for Retail General Providers and Power Marketers.

If you have any questions regarding this filing, please contact either Randy Johnson, Attorney for ENGIE Resources Inc. via email at <u>randy.johnson@na.engie.com</u> or myself at <u>marsha.griffin@na.engie.com</u>.

Regards,

Marsha F. Gal

Marsha Griffin Paralegal 1990 Post Oak Blvd., Suite 1900 Houston, TX 77056 www.gdfsuezenergyresources.com



MAY 1 8 2016

DOCKETING DIVISION Public Utilities Commission of Ohio

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business. Technician ______ Date Processed MAY 19 2016



Original/CRS Case Number-	Version
047-1015-EL-CRS	May 2016

RENEWAL APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit C-10 Corporate Structure). 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. <u>RENEWAL INFORMATION</u>

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

Retail Generation Provider Power Marketer □ Power Broker □ Aggregator

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

 Legal Name_ENGIE Resources Inc.

 Address 1990 Post Oak Blvd., Suite 1900, Houston, TX 77056

 PUCO Certificate # and Date Certified_04-118(1) - issued 07/25.2004

 Telephone #(713) 636-0000_Web site address (if any) www.engieresources.com

A-3 List name, address, telephone number and we b site address under which Applicant does business in Ohio

 A-4 List all names under which the applicant does business in North America f/k/a GDF SUEZ Energy Resources NA, INC.

A-5 Contact person for regulatory or emergency matters

Name <u>Ray Cunningh</u>	am	
Title Vice President	& Assistant General Counsel	
Business address 19	90 Post Oak Blvd., Suite 1900	, Houston, TX 77056
Telephone # (713) 63	6-1980 Fa	ax # (713) 636-1601
E-mail address	ray.cunningham@na.engi	e.com

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

Name Randy John	nson		
Title Attorney			
Business address	1990 Post Oak Bly	d., Suite 1900, Houston, TX 77056	
Telephone # (713)		Fax # (713) 636-1601	
E-mail address		on@na.engie.com	

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

 Customer Service address
 P.O. Box 25237, Lehigh Valley, PA 78002

 Toll-free Telephone
 # (888) 823-2620
 Fax # (713) 636-1601

 E-mail address
 custserv@na.engie.com

A-8 Applicant's federal employer identification number # 76-0685946

A-9 Applicant's form of ownership (check one)

□Sole Proprietorship □Limited Liability Partnership (LLP) □Corporation Partnership
Limited Liability Company (LLC)
Other_____

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

A-10 <u>Exhibit A10 "Principal Officers, Directors & Partners"</u> provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.

B. MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- **B-1** <u>Exhibit B-1 "Jurisdictions of Operation,"</u> provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services.
- **B-2** <u>Exhibit B-2 "Experience & Plans,"</u> 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** <u>Exhibit B-3 "Disclosure of Liabilities and Investigations,"</u> 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-4 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-4** "**Disclosure of Consumer Protection Violations**" detailing such violation(s) and providing all relevant documents.

B-5 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service denied, curtailed, suspended, revoked, or cancelled within the past two years.
☑ No □ Yes

If yes, provide a separate attachment labeled as **Exhibit B-5 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation**" detailing such action(s) and providing all relevant documents.

C. <u>FINANCIAL CAPABILITY AND EXPERIENCE</u>

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

C-1 <u>Exhibit C-1 "Annual Reports,"</u> 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. (This is generally only applicable to publicly traded companies who publish annual reports.)

- C-2 <u>Exhibit C-2 "SEC Filings,"</u> provide the most recent 10-K/8-K Filings with the SEC. If the applicant does not have such filings, it may submit those of its parent company. An applicant may submit a current link to the filings or provide them in paper form. 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 <u>Exhibit C-3 "Financial Statements,"</u> 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. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).
- C-4 <u>Exhibit C-4 "Financial Arrangements,"</u> 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.,).

Renewal applicants can fulfill the requirements of Exhibit C-4 by providing a current statement from an Ohio local distribution utility (LDU) that shows that the applicant meets the LDU's collateral requirements.

First time applicants or applicants whose certificate has expired as well as renewal applicants can meet the requirement by one of the following methods:

1. The applicant itself stating that it is investment grade rated by Moody's, Standard & Poor's or Fitch and provide evidence of rating from the rating agencies.

2. Have a parent company or third party that is investment grade rated by Moody's, Standard & Poor's or Fitch guarantee the financial obligations of the applicant to the LDU(s).

3. Have a parent company or third party that is not investment grade rated by Moody's, Standard & Poor's or Fitch but has substantial financial wherewithal in the opinion of the Staff reviewer to guarantee the financial obligations of the applicant to the LDU(s). The guarantor company's financials must be included in the application if the applicant is relying on this option.

4. Posting a Letter of Credit with the LDU(s) as the beneficiary.

If the applicant is not taking title to the electricity or natural gas, enter "N/A" in Exhibit C-4. An N/A response is only applicable for applicants seeking to be certified as an aggregator or broker.

- C-5 <u>Exhibit C-5 "Forecasted Financial Statements,"</u> provide two years of forecasted income statements for the applicant's **ELECTRIC related business activities in the state of Ohio Only**, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.
- **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, Fitch IBCA, Moody's Investors Service, Standard & Poor's, 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 an 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. If an applicant or its parent does not have such a credit rating, enter "N/A" in Exhibit C-6.
- **C-7** <u>Exhibit C-7 "Credit Report,"</u> provide a copy of the applicant's credit report from Experian, Dun and Bradstreet or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter "N/A" for Exhibit C-7.
- C-8 <u>Exhibit C-8 "Bankruptcy Information,"</u> 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** <u>Exhibit C-9 "Merger Information,"</u> provide a statement describing any dissolution or merger or acquisition of the applicant within the two most recent years preceding the application.
- C-10 <u>Exhibit C-10 "Corporate Structure,"</u> provide a description of the applicant's corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate or subsidiary companies.

D. <u>TECHNICAL CAPABILITY</u>

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- **D-1** <u>Exhibit D-1 "Operations"</u> provide a written description of the operational nature of the applicant's business. Please include whether the applicant's operations include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.
- **D-2** <u>Exhibit D2 "Operations Expertise,"</u> given the operational nature of the applicant's business, provide evidence of the applicant's experience and technical expertise in performing such operations.
- **D-3** <u>Exhibit D-3 "Key Technical Personnel,"</u> provide the names, titles, e-mail addresses, telephone numbers, and the background of key personnel involved in the operational aspects of the applicant's business.
- **D-4** <u>Exhibit D-4 "FERC Power Marketer License Number,"</u> provide a statement disclosing the applicant's FERC Power Marketer License number. (Power Marketers only)

Notary Public, State of Texas Comm: Expires 05-18-2018 Notary ID 156165-1 Applicant and Title Signature of SAYUN S KDUANG, President & CEO Hr. day of Mac 2016 Sworn and subscribed before me this Year Month MARSHA FROST GRIFFIN, Paralegal oath Signature of official administe **Print Name and Title**

My commission expires on _____05/18/2018

MARSHA FROST GRIFFIN

AFFIDAVIT

State of TEXAS

 $\frac{\text{HOUSTON}}{(\text{Town})}$ ss.

County of HARRIS

SAYUN SUKDUANG , Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the President & CEO (Office of Affiant) of ENGIE Resources Inc. (Name of Applicant);

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

- 1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification renewal 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 comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
- 7. 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.
- 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 renewal 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.

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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.

MARSHA FROST GRIFFIN ALILL Notary Public, State of Texas M ignature of Affiant & Title Comm. Expires 05-18-2018 SAYUN SUKDUANG, President & CEO Notary ID 196165-1 day of May, 2016 Sworn and sub scribed before me this Month Year MARSHA FROST GRIFFIN, Paralegai Print Name and Title Signature of official administer My commission expires on <u>05/18/2018</u>





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Exhibit A-10 – "Principal Officers, Directors & Partners"

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

Sayun Sukduang

President & CEO 1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-0000 F: 713-636-1601 Email: <u>sayun.sukduang@gdfsuezna.com</u>

John Henderson

Senior Vice President 1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-1146 F: 713-636-1601 Email: john.henderson@gdfsuezna.com

Patrick Gaussent

Vice President, CFO & Treasurer 1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-1274 F: 713-636-1601 Email: <u>patrick.gaussent@gdfsuezna.com</u>

Ray Cunningham

Vice President, General Counsel & Secretary 1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-1980 F: 713-636-1601 Email: <u>ray.cunningham@gdfsuez</u>na.com

Cecília Heilmann

Vice President & Assistant Treasurer 1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-1127 F: 713-636-1601 Email: <u>Cecilia.heilmann@gdfsuezna.com</u>

Rachel W. Kilpatrick

Vice President & Assistant Secretary 1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-0000 F: 713-636-1601 Email: <u>Rachel.kilpatrick@gdfsuezna.com</u>

Graham Leith

Vice President, Sales 1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-1707 F: 713-636-1601 Email: <u>Graham.leith@gdfsuezna.com</u>

J.D. Burrows

Vice President, Marketing 1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-1390 F: 713-636-1601 Email: jdburrows@gdfsuezna.com

Vikram Kulkarni

Vice President, Solar 1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-1272 F: 713-636-1601 Email: <u>vikram.kulkarni@gdfsuezna.com</u>

Bill Jordan

Vice President, Supply 1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-1622 F: 713-636-1601 Email: <u>bill.jordan@gdfsuezna.com</u>

Douglas Stein

Vice President, Business Control 1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-1025 F: 713-636-1601 Email: <u>douglas.stein@gdfsuezna.com</u> 11

Joon Chun

Vice President, Operations 1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-1269 F: 713-636-1601 Email: joon.chun@gdfsuezna.com





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Exhibit B-1 - "Jurisdictions of Operations"

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.

ENGIE Resources Inc.

STATE OF LICENSE	LICENSE NO.	LICENSE ISSUE DATE
Connecticut	Docket #04-06-11	02/09/2012
Delaware	Docket #04-325	04/17/2012
District of Columbia	Order #13472	12/02/2011
Illinois	ICC Certificate No. 05-0257	09/21/2011
Maine	Docket #2003-120	11/22/2011
Maryland	License #IR-605	08/17/2011
Massachusetts	License #CS-037	08/09/2011
New Hampshire	Docket #DM 15-468	12/11/2015
New Jersey	License #ESL-0061	03/12/2012
New York	NY Does Not Issue License Nos.	09/16/2011
Ohio	Certificate #04-118	07/25/2004
Pennsylvania	License #A-110156	12/16/2011
Texas	License #10053	08/26/2011
Rhode Island	Docket #96-6(P2)	10/25/2004

ENGIE Retail, LLC d/b/a Think Energy

STATE OF LICENSE	LICENSE NO.	LICENSE ISSUE DATE
Connecticut	Docket #11-10-14	02/09/2012
Delaware	Docket #11-482	04/17/2012
District of Columbia	Case No. EA-11-28; Order #16630	12/02/2011
Illinois	ICC Certificate No. 11-0531	09/21/2011
Maine	Docket #2011-425	11/22/2011
Maryland	License #IR-2404	08/17/2011
Massachusetts	License #CS-087	08/09/2011
New Hampshire	Docket #DM 15-490	12/28/2015
New Jersey	License #ESL-1020	03/12/2012
New York	NY Does Not Issue License Nos.	09/16/2011
Pennsylvania	License #A-2011-2268361	12/16/2011
Texas	License #10204	08/26/2011
Rhode Island	Docket #D-96-6(R7)	09/11/2015





Exhibit B-2 – "Experience and 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.

Applicant markets to and sells electric energy supply in the competitive retail market to large industrial and commercial customers in the State of Ohio, in the following utility territories: Duke Energy, First Energy, Ohio Edison, Toledo Edison, Dayton Power & Light, AEP Ohio Power, AEP Columbus Southern, and Cleveland Electric Illuminating.

Applicant currently provides risk-managed electric energy supply to commercial and industrial customers as a licensed retail electric supplier in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Texas.

The products offered by Applicant to a particular customer will reflect the unique circumstances presented by that customer, and are intended to provide the customer certainty, reliability, and solution flexibility. Our variety of products are tailored to the customer's risk tolerance and cost control requirements. Applicant's operations will include the scheduling of power for transmission and delivery and the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to commercial and industrial retail customers.

Applicant's marketing initiative in the Ohio retail market is a multi-channel strategy to reach customers through: (i) dedicated internal sales staff; and (ii) non-dedicated sales channels such as consultants, aggregators, and brokers that function as a customer representative and solicit products and services from Applicant, as well as other supplies, on the customer's behalf.

Applicant uses PPL Solutions, Inc. ("PPL") as its outsourced billing, call center, and customer care group to provide customized billing services such as statement generation, and mailing and payment processing; customer care services including call center, inbound and outbound call management, call center consulting, error handling and resolutions, online customer service, contract management, customer enrollments, accounts services and customer management. Applicant also maintains an internal staff as follows: (i) operations and customer care staff to manage the day-to-day management of the PPL account (outsourced billing and customer care provider) and direct contact, as needed, with customers for customer care and billing matters; (ii) supply group to manage pricing analytics and portfolio management; (iii) a marketing team to manage all marketing functions, including strategic pricing, market planning, go-to-market strategies, new customer acquisition, and campaign management and analysis; (iv) an IT (information technology) team to manage the internal systems, databases, technical support, customer-facing applications, back-office applications, and system integration; and (v) a business control team to manage all financial control matters including, billing, revenue, accounting, and settlements. Applicant also offers *e-services* and after-hour services for 24/7 availability to customers.

Applicant also uses Energy Services Group ("ESG") for support of EDI, XML and other data translation, transmission, auditing, archiving, business rule validation, exception identification and resolution, transaction management services, market portal, and data exchange.

Contracting: In accordance with Section 4928.10 of the Revised Code, Applicant provides consumers with adequate, accurate, and understandable pricing and terms and conditions of service, including any switching fees, and with a document containing the terms and conditions of pricing and service before the consumer enters into the contract for service; and disclose the conditions under which a customer may rescind a contract without penalty.

Billing: Applicant's customer bills, at a minimum, include (1) price disclosure and disclosures of total billing units for the billing period and historical annual usage; (2) to the maximum extent practicable, separate listing of each service component to enable a customer to re-calculate its bill for accuracy; (3) identification of the supplier of each service; (4) statement of where and how payment may be made and provision of a toll-free or local customer assistance and complaint number for the electric utility, electric services company, electric cooperative, or governmental aggregator, as well as a consumer assistance telephone number or numbers for state agencies, such as the Commission, the Office of the Consumer's Counsel, the Attorney General's office, with the available hours noted; and (5) other than for the first billing after the starting date of competitive retail electric service, highlighting and clear explanation of each customer bill, for two (2) consecutive billing periods, of any changes in the rates, terms and conditions of service.





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Exhibit B-3 – "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.

None.





Exhibit C-1 – <u>"Annual Reports"</u>

Provide the two (2) 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.

Not Applicable. Applicant does not have shareholder Annual Reports. Applicant is a wholly-owned sole member-managed subsidiary of ENGIE North America, Inc. ("ENA"). ENA is a wholly-owned subsidiary of ENGIE S.A. The two most recent Annual Reports to shareholders can be found at www.engie.com/en/shareholders-area.





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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. An applicant may submit a current link to the filings or provide them in paper form. 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.

Neither Applicant nor its parent company is required to file reports with the SEC because ENGIE North America, Inc. is a privately held corporation.





Exhibit C-3 – "Financial Statements"

Provide copies of the applicant's two (2) 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. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).

THIS EXHIBIT CONTAINS CONFIDENTIAL AND PROPRIETARY INFORMATION AND IS BEING SUBMITTED UNDER SEAL.





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Exhibit C-5 – "Forecasted Financial Statements"

Provide two (2) years of forecasted financial statements for the applicant's ELECTRIC related business activities in the state of Ohio only, along with a list of assumptions, and the name, address, e-mail address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.

THIS EXHIBIT CONTAINS CONFIDENTIAL AND PROPRIETARY INFORMATION AND IS BEING SUBMITTED UNDER SEAL.

PREPARER:

Name:	Craig DeMello
Title:	Senior Financial Analyst
Address:	1990 Post Oak Blvd., Suite 1900, Houston, TX 77056
Telephone:	(713) 636-1672
E-mail:	craig.demello@na.engie.com





Exhibit C-6 – "Credit Rating"

Provide a statement disclosing the applicant's credit rating as reported by two (2) of the following organizations: Duff & Phelps, Dun & Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poor's, or a similar organization. In instances where 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. If an applicant or its parent does not have such a credit rating, enter "N/A" in Exhibit C-6.

Applicant is a wholly-owned sole member-managed subsidiary of ENGIE North America, Inc. ("ENA"). ENA's Standard & Poor's Ratings Services report is attached hereto under Exhibit C-4.





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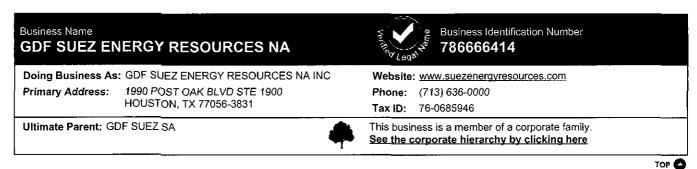
Exhibit C-7 – "Credit Report"

Provide a copy of the applicant's credit report from Experian, Dun & Bradstreet or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter "N/A" for Exhibit C-7.

See applicant's Experian and D&B reports attached hereto.

Premier Profile - GDF SUEZ ENERGY RESOURCES NA

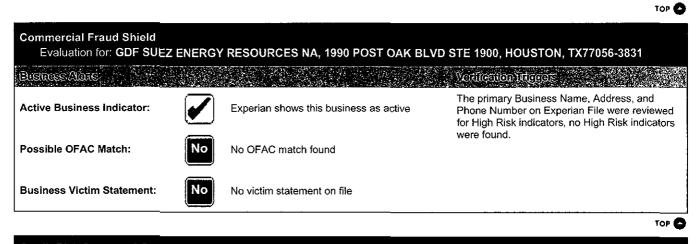
Model Description: Intelliscore Plus V2



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Risk Dashboard		. Days Boyond Terms	et : Derogatory/Legal	EraudiAlerts
Intelliscore Plus	Financial Stability Risk	Company DBT	Original Filings	High Risk Alerts
76 LOW RISK	95 LOW RISK	0	1	0
Score range: 1	- 100 percentile	Industry DBT: 5		
Credit Limit Recommendation	ז: \$10,200			
Credit Limit Recommendation	n: \$10,200			TOP

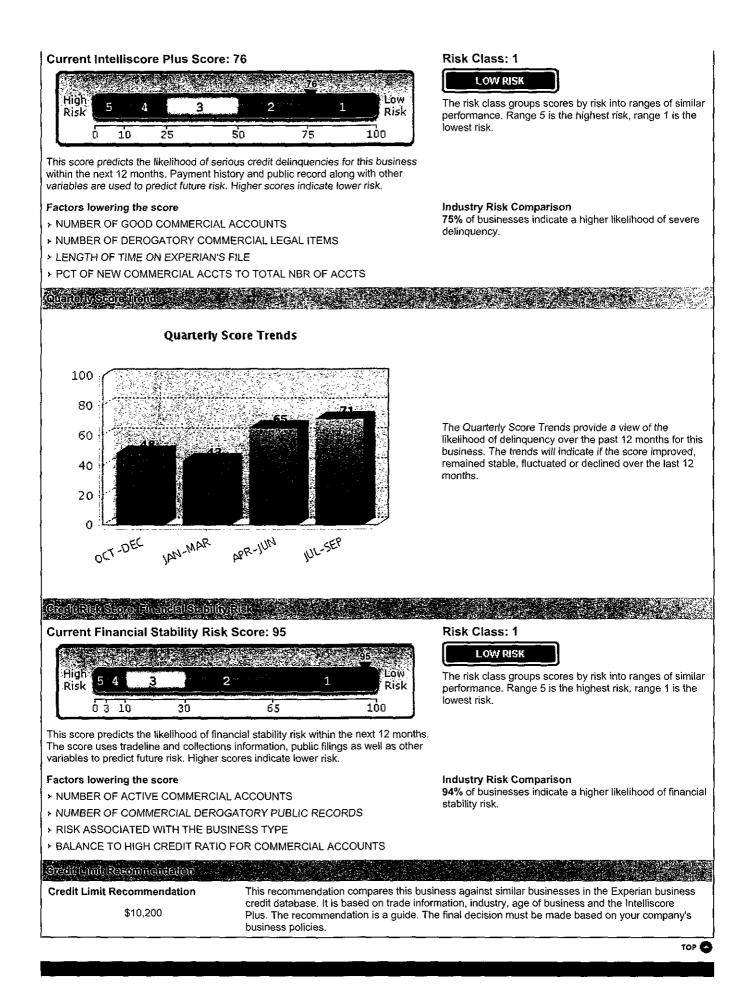
Business Fact	ts			
Years on File:		18 (FILE ESTABLISHED 05	SIC Code:	ELECTRIC SERVICES - 4911
		/1997)		COMBINATION UTILITIES, NEC - 4939
State of Incorp	oration	DÉ		ELECTRIC & OTHER SERVICES COMBINED - 4931
:			NAICS Code:	Electric Power Distribution - 221122
Date of Incorpo	oration:	06/12/2001		Utilities - 221000
Business Type	:	Profit	Electric Por	wer Generation, Transmission and Distribution - 221100
Contacts:	SAM HE	ENRY - CHIEF EXECUTIVE OFFICER	Number of Err	ployees: 550
	ROBERT WI	LSON - CHIEF EXECUTIVE OFFICER		
		RAY CUNNINGHAM - PRESIDENT		

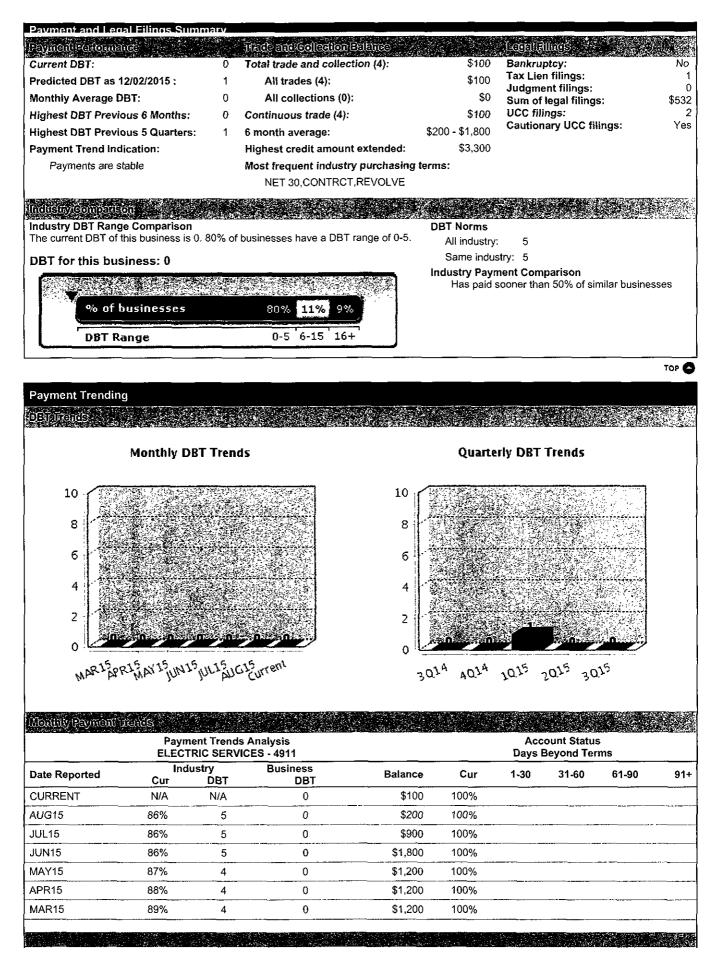


Credit Risk Score and Credit Limit Recommendation

CREEK SCORES INTELLISEOLO PLIS

Experian





Payment History - Quarterly Averages						ount Status Beyond Term	15	
Quarter	Months	DBT	Balance	Cur	1-30	31-60	61-90	91+
Q3 - 15	JUL - SEP	0	\$400	100%				
Q2 - 15	APR - JUN	0	\$1,400	100%				
Q1 - 15	JAN - MAR	1	\$2,000	98%	1%	1%		_
Q4 - 14	OCT - DEC	0	\$1,000	100%				
Q3 - 14	JUL - SEP	0	· \$0					

....

Trade Line Type	Lines R	eported	DBT	Recent High Credit	Balance	Current	01-30	31-60	61-90	91+
Continuous		4		\$5,400	\$100	100%				
New		0			\$0					
Combined Trade	· · ·	4	· ·	\$5,400	\$100	100%				
Additional		0	·	<u></u>	\$0			- <u>-</u>		
Total Trade		4	•	\$5,400	\$100	100%	·. ·			

Trade Payment - New and Continuously Reported Trade Details Perment Experiences 1023 Account Status (TradelLines with an (\$) aften the date are viv reported) Days Beyond Terms m Business Date Last Payment **Recent High** 1-30 Balance Cur 31-60 61-90 91+ Comments Credit Category Reported Sale Terms 100% AIR TRANS 09/2015 09/2015 OTHER \$900 \$100 COMMUNICTN 07/2015 VARIED \$1,200 \$0 ACCTCLOSED FINCL SVCS 09/2015 CONTRCT \$3,300 \$0 PACKAGING 08/2015 NET 30 \$0 CUST 5 YR

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Legal Filing	,				
File Date	Filing Type	Status		Filing Number	Jurisdiction
10/23/2014	State Tax Lien	Released	\$532	E022791684W0017	ALBANY COUNTY CLERK
	Filed by: STATE OF NEW	/ YORK			
07/29/2014	State Tax Lien	Filed	\$532	E022791684W0017	ALBANY COUNTY CLERK
	Filed by: STATE OF NEW	/ YORK			

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Date Range	Year	Cautionary UCCs ^{**}	Total Filed	Released / Termination	Continuous	Amended / Assigned
JUL - PRESENT	2015		<u> </u>			
JAN - JUN	2015			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
JUL - DEC	2014					
JAN - JUN	2014					
JUL - DEC	2013	····				
PRIOR TO JUL	2013	1	2			

** Cautionary UCC Filings include one or more of the following collateral: Accounts, Accounts Receivables, Contract Rights, Hereafter Acquired Property, Inventory, Leases, Notes Receivable or Proceeds.

UCEDARIE

UCC FILED Date: 11/05/2010 Filing Number: 100032054388 Jurisdiction: SEC OF STATE TX Secured Party: ROCHESTER GAS AND ELECTRIC CORPORATION NY BINGHAMTON 13902 1

UCC FILED Date: 11/05/2010 Filing Number: 20103892621 Jurisdiction: SEC OF STATE DE Secured Party: NEW YORK STATE ELECTRIC AND GAS CORPORAT NY BINGHAMTON 13902 Collateral: UNDEFINED, ACCTS REC, HEREAFTER AQUIRED PROP

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Additional Business Facts

 SomoraneRegistration

 THE FOLLOWING INFORMATION WAS PROVIDED BY THE STATE OF MAINE. THE DATA IS CURRENT AS OF 10/09/2015.

 State of Origin:
 DE

 Date of Incorporation:
 06/12/2001

 Current Status:
 Active - IN GOOD STANDING

 Business Type:
 Profit

 Charter Number:
 20030792 F

 Agent:
 C T CORPORATION SYSTEM

 Agent Address:
 ONE PORTLAND SQUARE PORTLAND, ME

Corporate Linkage

Careed Del Store and

Eusiness Name	
Ultimate Parent of the inquired upo	on business and the top entity within the corporate family:
	1 DEACE SAMUEL DE CHAMDEAIN - COURREVOIE

GDF SUEZ SA	1 PLACE SAMUEL DE CHAMPLAIN - COURBEVOIE	000146149
Immediate Parent of the inquired upon busin	ess:	
GDF SUEZ ENERGY NA INC	1990 POST OAK BLVD STE 1900 - HOUSTON,TX	789791212
Branches of the inquired upon business:		
GDF SUEZ ENERGY RESOURCES NA	15 CABOT ST - TURNERS FALLS,MA	711050479
GDF SUEZ ENERGY RESOURCES NA	112 PLANTATION CT - EAST AMHERST,NY	829034098
GDF SUEZ ENERGY RESOURCES NA	2625 BUTTERFIELD RD - OAK BROOK,IL	830921077
GDF SUEZ ENERGY RESOURCES NA	2809 BUTTERFIELD RD STE 140 - OAK BROOK,IL	893039870
GDF SUEZ ENERGY RESOURCES NA	919 CONGRESS AVE STE 1450 - AUSTIN,TX	935700545
GDF SUEZ ENERGY RESOURCES NA	6 ROWE SQ - GLOUCESTER,MA	952627490
GDF SUEZ ENERGY RESOURCES NA	225 E CITY AVE - BALA CYNWYD,PA	957641786
GDF SUEZ ENERGY RESOURCES NA	1990 POST OAK BLVD STE 1990 - HOUSTON, TX	993598883
GDF SUEZ ENERGY RESOURCES NA	1114 HERCULES RD - HOPEWELL, VA	997440519

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Inquiries									
Sommers of the ones		Startus Las				and an			
Business Category	OCT15	SEP15	AUG15	JUL15	JUN15	MAY15	APR15	MAR15	FEB15
AIR TRANS									1
DP SERVCS					1				
GENERAL		1			3	1	1		
TEXTILES								1	
TRUCK DLR								1	
UTILITY		······································		1			1	1	

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Experian prides itself on the depth and accuracy of the data maintained on our databases. Reporting your customer's payment behavior to Experian will further strengthen and enhance the power of the information available for making sound credit decisions. Give credit where credit is due. Call 1-800-520-1221, option #4 for more information.

End of report

1 of 1 report

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Gdf Suez Energy Resources Na, Inc.

Houston, TX United States

Also trades as:

This company is covered by Stuart Hampton.



Stuart Hampton studied at universities in the UK and the US and has a Liberal Arts degree. He spent two decades providing communications and strategic planning for organizations in Australia, Europe, Hong Kong, India and the US. He joined Hoover's in 1993 when it was a start-up company. He currently covers the oil and gas industry.

Company Description

1990 Post Oak Blvd #1900 Houston, TX 77056-3818, United States

Phone: +1-713-636-0000

http://www.suezenergyresources.com

GDF SUEZ Energy Resources (formerly SUEZ Energy Resources) helps companies get on track with their energy needs. The firm provides retail electricity supply services to more than 12,000 commercial and industrial clients in 10 deregulated US states and Washington, DC. It is working toward expanding its offerings into additional states and plans to enter the retail natural gas market. The company manages budgeting, price structure, and risk management issues involved with corporate energy purchases. Its customers include retail and manufacturing firms, real estate properties, educational facilities, and municipal authorities. GCF SUEZ Energy Resources is the retail subsistiary of <u>GDF SUEZ Energy North America</u>.

Download This Company

Key Information	
D-U-N-S Number	099668332
Location Type	Headquarters
Subsidiary Status	Yes
Сотрапу Туре	Subsidiar
Ultimate Parent	<u>Engie</u> Euronext Paris : <u>ENG</u>
Ultimate Parent D-U-N-S	27515340
Immediate Parent	GDF SUEZ ENERGY NORTH AMERICA, INC
Immediate Parent D-U-N-S	054447164
Plant/Facility Size (sq. ft.) (actual)	25,000

GDF SUEZ Energy Resources - Quick Report - Hoover's

Compensation

Owns/Rents	Owns
Employees (All Sites)	190
Employees (This Site)	145
1-Year Employee Growth	0.0%
Year of Founding	2001
Primary Industry	Electric Power Transmission, Distribution & Marketing
Primary SIC Code	87310301: Energy research
Primary NAICS Code	541712: Research and Development in the Physical, Engineering, and Life Sciences (except Biotechnology)
Latitude/Longitude	29.745103/-95.461361
Minority Owned/Women Owned	No

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Key Financials	
Fiscal Year-End	December
Annual Sales (Estimated)	\$34.53M
Prescreen Score	Medium Risk

People		_
Title		
Designe		

Regional Vice President	Jay Bell
Vice President Marketing	JD Burrows
Vice President of Operations and Vice President of Technology	John Henderson
Regional Vice President Operations	<u>Vikram Kulkarni</u>
Regional Vice President Sales, ERCOT	Jim Moore
Vice President of Communications	Julie Vitek
Vice President Middle Atlantic	Danielle Wilks

Name

http://subscriber.hoovers.com/H/company360/quickReport.html?companyId=1358230000... 5/12/2016

GDF SUEZ Energy Resources - Quick Report - Hoover's

Title Director Technical Services	Name <u>Scott Dibbs</u>	Compensation
Indirect Sales Ercot	Carrie Robert	
Manager of Gas Accounting	Cary Arbour	
Manager, Contracts	<u>Amber Lamkins</u>	
California Operations Risk Manager	<u>Ken MacMahon</u>	
Settlement manager	<u>Ajay Shukla</u>	
Business Sales Representative	<u>Jason Austin</u>	
Regional Sales Manager	<u>Robert Barragan</u>	
Manager, Loan Administration	<u>Linda Bolton</u>	
Analyst	Deal Closing	
Attorney	<u>Monica Dobie</u>	
Communications and Public Relations Manager	Monique Dobosz	
Operations Manager	<u>Mark Doughty</u>	
Administrative Assistant To Senior Vice President of Sales	<u>Shirley Espey</u>	
Regional Sales Manager OH and IL	Justin Etzel	
Engineer	David Fitzgerald	
Information Technology Manager	<u>Marsha Griffin</u>	
Director of Sales	<u>Alejandra Hidalgo</u>	
Regional Sales Manager	Richard Hopp	
Downstream Marketing Analyst	<u>Emily Hsieh</u>	
Regional Sales Manager		

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http://subscriber.hoovers.com/H/company360/quickReport.html?companyId=1358230000... 5/12/2016

Title	Name <u>Alexander Johns</u>	Compensation
Senior Financial Analyst	Linh Le	
Executive Assistant	Amanda Lewis	
Information Technology Director	Sean McClure	
Regional Sales Manager	Brad Mcintyre	
Regional Sales Manager	<u>Kita Minor</u>	
Regional Sales Manager	Kevin O'Brien	
Regional Sales Manager	Edward Preston	
Business Analyst	<u>Miriam Ramos</u>	
Regional Sales Manager	<u>Stephanie Rotondi</u>	
Executive Assistant To Chief Financial Officer And Deputy Chief Financial Officer	Betsy Rutledge	
Sales Manager, Key Accounts Group	<u>Kevin Shannon</u>	
Marketing Manager	Kevin Stafford	
Regional Sales Manager	Kay Sterling	
Senior Counsel	Susan White	
Regional Sales Manager	Bill White	
Regional Sales Manager Specialized in Educational Vertical	Timothy Barton	
Director, Key Accounts	<u>Greg Carlson</u>	
Director, New England Origination	<u>Eric Debarba</u>	
Instrument Technician	<u>Ray Dinitto</u>	
landc Technician		

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Title	Name <u>Justin Hake</u>	Compensation
Collections Analyst	<u>Brian Neal</u>	
Combustion Turbine Specialist	<u>Tad Norts</u>	

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Industry Information

Electric Utilities*

Electric Power Transmission, Distribution & Marketing (primary)*

View More Industry Information

Denotes In-depth Industry Insight by First Research

Competitors

Company	Gross Revenue	Net Profit Margin	Net Operating Cash Flow
ConEdison Solutions (Top Competitor)	\$174.06M		
Direct Energy (Top Competitor)	\$9,273.44M		
Energy Future	\$5,370.00M	(78.9 4 %)	\$3.00M
Integrys Energy Services	\$246.66M		
Pepco Energy Services	\$117.83M		

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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 (2) most recent years preceding the application.

None.





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Exhibit C-9 – "Merger Information"

Provide a statement describing any dissolution or merger or acquisition of the applicant within the five (5) most recent years preceding the application.

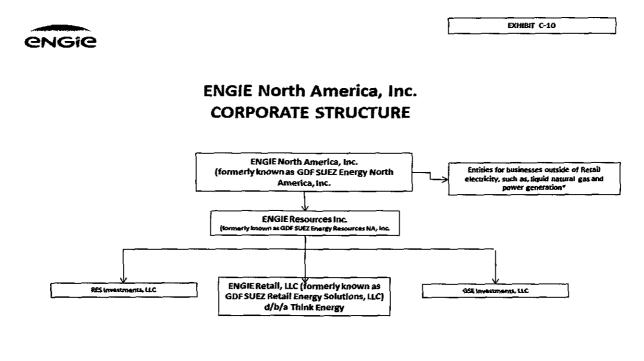
None.





Exhibit C-10 - "Corporate Structure"

Provide a description of the applicant's corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate or subsidiary companies.



*This represents our general North America structure. Only ENGIE Resources Inc. and ENGIE Retail, LLC d/b/a Think Energy are retail electricity suppliers. Only ENGIE Retail, LLC d/b/a Think Energy is a natural gas supplier in the state of Ohio.

ENGIE Resources Inc. ENGIE Retail, LLC d/b/a Think Energy Supplies Commercial & Industrial Retail Electricity Supplies Residential & Small Commercial Retail Electricity and Natural Gas

NOTE: GDF SUEZ Energy Resources NA, Inc. is now known as ENGIE Resources Inc. This is a name change only and has no impact on the operations or ownership of the company. Company information including employee contacts, physical addresses and phone numbers remain the same. New email addresses are in the following format: firstname.lastname@na.engie.com.

Documentation evidencing the name change is attached hereto as follows:

Exhibit C-10

- 1) State of Delaware Certificate of Amendment of Certificate of Incorporation; and
- 2) State of Ohio Certificate of Amendment to Foreign Licensed Corporation Application.

•••



Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GDF SUEZ ENERGY RESOURCES NA, INC.", CHANGING ITS NAME FROM "GDF SUEZ ENERGY RESOURCES NA, INC." TO "ENGIE RESOURCES INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 2016, AT 5:52 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



3402518 8100 SR# 20162841936

--; -

Jeffrey W. Buddeck. Secondary of Scoto

Authentication: 202264963 Date: 05-05-16

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

State of Delaware Secretary of State Division of Corporations Delivered 05:52 PM 05/04/2016 FILED 05:52 PM 05/04/2016 SR 20162841936 - File Number 3402518

STATE OF DELAWARE CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

11

FIRST: That at a meeting of the Board of Directors of

GDF SUEZ Energy Resources NA, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration (hereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "_____One____" so that, as amended, said Article shall be and read as follows;

The name of the corporation is ENGIE Resources Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this ______ 4th _____ day of May ______, 20 16 _.

W Kulpatrick Authorized Officer

Title: Vice President

Name: <u>Rachel W. Kilpatrick</u> Print or Type



The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "GDF SUEZ ENERGY RESOURCES NA, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ENGIE RESOURCES INC." ON THE FOURTH DAY OF MAY, A.D. 2016, AT 5:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE 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 "ENGIE RESOURCES INC." WAS INCORPORATED ON THE TWELFTH DAY OF JUNE, A.D. 2001.



Authentication: 202266202 Date: 05-05-16

Page 1

3402518 8320 SR# 20162865463

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

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENGIE RESOURCES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MAY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENGLE RESOURCES INC." WAS INCORPORATED ON THE TWELFTH DAY OF JUNE, A.D. 2001.

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



Authentication: 202266187 Date: 05-05-16

Page 1

3402518 8300 SR# 20162865420

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201613100452

DATE: 05/10/2016 DOCUMENT ID DESCRIPTION 201613100452 FOREIGN/AMENDMENT (FAM) FILING 50.00

EXPED 100.00 PENALTY 00

CERT

.00

COPY .00

Receipt

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

UNISEARCH INC. 3958-D BROWN PARK DR HILLIARD, OH 43026

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

1432088

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

ENGIE RESOURCES INC.

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

Document(s) FOREIGN/AMENDMENT Document No(s): 201613100452

Effective Date: 05/09/2016



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 10th day of May, A.D. 2016.

Jon Huster

Ohio Secretary of State



Form 565 Prescribed by: JON HUSTED Ohio Secretary of State

Central Ohio: (614) 466-3910 Toll Free: (677) 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 1329 Columbus, OH 43216

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

. .

Certificate of Amendment to Foreign Licensed Corporation Application (For-profit or Nonprofit Foreign Corporation) Filing Fee: \$50 (179-FAM)

A foreign corporation must file a Certificate of Amendment If, in amending its articles of incorporation, it modifies any of the information included in its application for license to transact business in Ohio or in any amendment to that application.

Complete the following in	nformation (as cu	rrently on file in the Ohio Secretary of State's office).			
The foreign corporation	named below am	ends its application for its license to transact busines	s in Ohio,		
Name of Corporation	DF SUEZ Ener	gy Resources NA, Inc.		40	
(as registered in Jurisdiction of	of Formation)			je,	
Assumed Name used in Ohio (if applicable)				42	
			11:1; 	53 75	
Jurisdiction of Formation	Delaware			,	
Ohio License Number	1432088		_		
Complete only the info	rmation below t	hat has been amended.			
State's Office. Name of Corporation EN (as registered in Jurisdiction of Assumed Name used in O	of Formation)	s Inc.			
	ine (n'apprensie)	······································			
Jurisdiction of Formation					
Location of principal offic	be				
]
Mailing Address					
	<u></u>]
City		State	ZIP Cod	e	
Form 565		Page 1 of 2	ast Revised	3/16/12	

Mailing Address			
		Ohio	
City		State	ZIP Code
brief summary of the corr	porate purpose(s) to be	e exercised within the state:	
The corporation has			
The corporation has	an employee workii	ng in Onio,	
		·····	
	······································		
ly signing and submitting this	form to the Ohio Secreta	ary of State, the undersigned her	eby certifies that he or she has the
ly signing and submitting this equisite authority to execute t	form to the Ohio Secreta his document.	ary of State, the undersigned her	eby certifies that he or she has the
equisite authority to execute t	form to the Ohio Secreta his document.	ary of State, the Undersigned her	eby certifies that he or she has the
iy signing and submitting this equisite authority to execute t tequired fust be signed by an	form to the Ohio Secreta his document.		eby certifies that he or she has the
equisite authority to execute t tequired fust be signed by an uthorized officer of the	form to the Ohio Secreta his document. Racked		eby certifies that he or she has the
equisite authority to execute t tequired fust be signed by an	his document.	W Kilpatuck	eby certifies that he or she has the
equisite authority to execute t tequired fust be signed by an uthorized officer of the orporation.	his document. Machel		eby certifies that he or she has the
equisite authority to execute t tequired fust be signed by an uthorized officer of the orporation. Fauthorized representative an individual, then they	his document. Machel		eby certifies that he or she has the
equisite authority to execute t tequired fust be signed by an uthorized officer of the orporation. authorized representative an individual, then they hust sign in the "signature"	his document. Machel		eby certifies that he or she has the
equisite authority to execute t tequired fust be signed by an uthorized officer of the orporation. authorized representative an Individual, then they nust sign in the "signature" ox and print their name	his document. <u>Hackel</u> Signatur o		eby certifies that he or she has the
equisite authority to execute t tequired fust be signed by an uthorized officer of the orporation. authorized representative an individual, then they hust sign in the "signature"	his document. <u>Hackel</u> Signature By (if applicable)		eby certifies that he or she has the

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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.

Form 665





ENGIE Resources Inc. – Certificate No. 04-118 RENEWAL APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS

Exhibit D-1 – "Operations"

Provide a written description of the operational nature of the applicant's business. Please include whether the applicant's operations include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.

<u>AND</u>

Exhibit D-2 - "Operations Expertise"

Given the operational nature of the applicant's business, provide evidence of the applicant's experience and technical expertise in performing such operations.

Applicant's operations include the retail power supply and other retail ancillary services used to arrange for the purchase and delivery of electricity to large commercial retail and industrial customers. Applicant does not generate power and does not own any generation facilities.

Applicant is a licensed, active electric supplier in the retail marketplace in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, and Texas, and serves over 5,000 businesses and 80,000 accounts in the United States. Applicant has access to shared services, support and oversight for day-to-day technical, managerial and operational activities, including risk management; legal counsel services; contract administration services; accounting and finance services; general management services; transaction related services, power supply procurement and portfolio management services; hedging of load requirements and supply resources; logistics management and coordination activities; compliance with ISO and state regulatory directives; wholesale counterparty credit administration; and the maintenance of all systems necessary to coordinate with the ISO and/or local utility.

Applicant has a contractual relationship with its affiliate, GDF Suez Energy Marketing NA, Inc. ("GSEMNA"), an active participant in the wholesale market, to meet all of Applicant's wholesale supply, scheduling and settlement needs pursuant to a Master Supply Agreement ("MSA") between Applicant and GSEMNA. In accordance with the MSA, Applicant is provided the following support services by its affiliate: all activities with the ISP regarding Applicant's provision of energy, capacity, ancillary services, scheduling and procurement of transmission service, congestion management and all other required products and services necessary to serve Applicant's load; bidding, sale, scheduling, dispatch, and delivery of energy, capacity and ancillary services necessary to serve Applicant's load; and assuring compliance with tariff obligations and reliability obligations, load scheduling; transmission services; and capacity and ancillary services.





The Public Utilities Commission of Ohio

Applicant has decades of experience in the energy industry. Applicant believes this proven record of compliant performance substantially demonstrates that Applicant maintains the managerial resources and abilities to match the services it provides to its customers, and that Applicant has the ability and commitment to comply with all ARES standard and procedures, and the rules and regulations of ISP, the local utilities, and the Ohio Revised Code.

Applicant has contracted with PPL Solutions, Inc. ("PPL") as its outsourced billing, call center, and customer care group to provide customized billing services such as statement generation and mailing and payment processing; customer care services including call center, inbound and outbound call management, call center consulting, error handling and resolutions, online customer service, contract management, customer enrollments, accounts services, and customer management. Applicant also maintains an internal staff as follows: (i) operations and customer care staff to manage the day-to-day management of the PPL account (outsourced billing and customer care provider) and direct contact, as needed, with customers for customer care and billing matters; (ii) supply group to manage pricing analytics and portfolio management; (iii) a marketing team to manage all marketing functions including strategic pricing, market planning, go-to-market strategies, new customer acquisition, and campaign management and analysis; (iv) an IT (information technology) team to manage the internal systems, databases, technical support, customer-facing applicants, back-office applicants, and system integration; (v) a business control team to manage all financial control matters including, billing, revenue, accounting, and settlements; and (vi) an exclusive sales channel to manage all direct and indirect sales channels and third-party relationships. Applicant also offers e-services and after-hour services for 24/7 availability to customers. Applicant has also contracted with Energy Services Group ("ESG") for support of EDI, XML and other data translation, transmission, auditing, archiving, business rule validation, exception identification and resolution, transaction management services, market portal, and data exchange.





ENGIE Resources Inc. – Certificate No. 04-118 RENEWAL APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS

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 current business.

SAYUN SUKDUAN - President & CEO

1990 Post Oak Blvd, Suite 1900 Houston, TX 77056 T: 713-636-0000 F: 713-636-1601 Email: sayun.sukduang@na.engie.com

Sayun Sukduang is the President and CEO ENGIE Resources Inc. (ERI), one of the nation's leading energy providers serving commercial and industrial customers and a subsidiary of ENGIE North America, Inc. (ENA), active in the development, acquisition, and operation of electricity and cogeneration facilities, the marketing and sales of products and services, and the import and distribution of natural gas and LNG. Mr. Sukduang joined ENA in 2000 and has held executive level positions in Mergers and Acquisitions, Energy Infrastructure Development, Commodity Trading, Operations and Engineering. Mr. Sukduang has over 20 years of experience in the energy industry and currently serves as a board member of C2C Power, one of Canada's largest renewable energy companies, and TagSur Pipelines, a mid-stream pipeline company in Mexico. Mr. Sukduang holds a bachelor's of science in Mechanical Engineering and a Masters of Business Administration.

JOHN HENDERSON - Senior Vice President

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Mr. Henderson joined ERI in October 2012 to focus on strategies for extending the company's commercial and industrial capabilities to the B2C market. Previously, Mr. Henderson served as Vice President, Central Portfolio Management focusing on compliance with the new Dodd-Frank financial reform regulations and hedging strategy and optimization of ENA electricity, LNG and retail portfolio. Mr. Henderson joined ENA in 2002 and has served in a broad range of commercial and operational executive roles including retail marketing and operations, COO of Mexico regulated gas distribution and co-generation, North America merchant generation management, and portfolio risk management. Prior to joining ENA, Mr. Henderson held energy-related executive positions at The New Power Company, a joint venture between Enron, AOL, GE and IBM to serve residential customers, and Enron in North America and the United Kingdom. Mr. Henderson began his career working in New York in investment





banking prior to moving to Houston and focusing on energy. Mr. Henderson holds a Bachelor of Science degree in Electrical Engineering and also Economics from Rice University (with highest distinction) and an MBA degree from The Stanford Graduate School of Business. Mr. Henderson is a member of the Global Association of Risk Professionals and is actively involved in advancing competitive policy through numerous gas, electric and retail industry associations.

RAY CUNNINGHAM - Vice President, Assistant General Counsel & Secretary

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Mr. Cunningham joined ERI in October 2012 as its Vice President & Assistant General Counsel where he is responsible for government affairs, regulatory compliance, corporate transactions, litigation, risk management, and all legal matters impacting the retail business. Mr. Cunningham has over 25 years of experience in the energy industry and was most recently Vice President & Assistant General Counsel of GSEMNA. Mr. Cunningham is a graduate of Texas Tech University and South Texas College of Law.

GRAHAM LEITH - Vice President, Sales

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Mr. Leith joined ERI in May, 2014 as Vice President, Sales. He has over 20 years of experience in the energy industry, with 16 years in retail energy in the areas of Sales, Marketing, Risk Management and Operations. Most recently, he held the positions of Chief Risk Officer and Vice President & General Manager, Commercial Energy Sales, at AEP Energy. Prior to AEP, Graham held senior positions with Direct Energy & British Gas (Centrica plc), Ontario Power Generation Inc., and Photowatt Solar, in Canada and the United Kingdom. Mr. Leith has also held various energy marketing and sales roles with PremStar Energy Inc., TransCanada Pipelines, Ltd., and Air Solutions, Inc., in Ontario, Canada. Mr. Graham holds a Master of Business Administration from the Schulich School of Business at York University in Toronto, Ontario, Canada and a Bachelor of Business Administration from Wilfrid Laurier University in Waterloo, Ontario, Canada.

J.D. BURROWS - Vice President, Marketing

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Mr. Burrows is in charge of Retail Marketing at ERI focusing on commercial & industrial customers. He has been in the retail energy business for over 20 years, focusing on customer issues, and growing retail companies and developing new products & services. Mr. Burrows rejoined ERI in April 2013 as its Vice President of Marketing where he is responsible for lead generation, brand positioning, market analytics and pricing strategies. Prior to rejoining ERI, Mr. Burrows worked as the Vice President of Origination & Procurement for GSEMNA where he was responsible for wholesale origination of structured energy products; mid-marketing of energy, capacity, RECs; and procurement of natural gas, fuel oil, coal, transportation and rail capacity; and prior to that he was the Vice President of Strategy & Marketing for ENA. Before joining ERI, Mr. Burrows held positions with Enron in structuring and risk management and with Dynegy in Northeast market development. He started his career in energy with the Public Utility Commission of Texas, where he served as a witness and staff expert on rate design and fuel factors. Mr. Burrows earned a Bachelor of Science in economics from the University of Texas and a Master of Science in economics from Texas A&M University.

WILLIAM ("BILL") JORDAN - Vice President, Supply

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Mr. Jordan joined ERI in March 2015 and is responsible for pricing, and portfolio risk management. He has over 20 years of experience and brings a broad background in energy marketing, portfolio management, wholesale generation and retail operations, valuation, risk management, and structuring to the role. He joined ENA in 2004 and has held roles in retail operations and wholesale marketing. Prior to ERI, he was Director, ERCOT Portfolio Management and responsible for all commercial operations of the ERCOT generation portfolio including budget year term hedging, and day-ahead and real-time optimization. During his career, he held various retail commodity structuring and risk management roles with Centrica, Reliant Resources, Enron, Duke, and Central & Southwest, including developing hedging strategies for retail load obligations and risk management of supply positions. He holds an electric engineering degree from Louisiana Tech.

DOUGLAS STEIN - Vice President & Controller

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Mr. Stein is responsible for business operation and financial functions, including accounting, performance reporting, planning, settlements and credit. In addition, he heads up the customer billing, care and account management functions. Prior to ERI, Mr. Stein was a Director for GDF SUEZ Generation NA LLC (GSEGNA) and has over 15 years of experience in the energy industry. Mr. Stein began his career working with PricewaterhouseCoopers before joining GSEGNA. He is a certified public





accountant and holds a Bachelor in Business Administration and Masters in Accounting from Trinity University.

VIKRAM KULKARNI – Vice President, Solar

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Mr. Kulkarni joined ERI in June 2003 and is responsible for a number of critical operational aspects including load analysis, forecasting, order fulfillment and information technology. Mr. Kulkarni has over 10 years of experience in the retail energy space within operations, structuring and risk management functions. He was previously with TXU Energy and an associate with Enron Energy Services. Mr. Kulkarni's staff manages the retail business unit's project management, load analytics, data analysis, business services, and customer service. Mr. Kulkarni holds a Bachelor of Science degree in Economics from the University of Wisconsin – Madison, and a Master of Science degree in Finance from Boston College.

H. JOON CHUN – Vice President, Operations

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Mr. Chun joined ERI in December 2013 as Vice President, Operations and is responsible for sales support, transaction management, contract validation, process and systems management and information technology impacting the business unit. Mr. Chun joined ENA in December 2002 as a Director of Retail IT and recently served as a Director of IT for Corporate applications. He has over 20 years of experience working for various oil & gas and retail energy companies within the information technology space. He started his career at ExxonMobil and progressed through various management roles within Shell, Dynegy and Reliant Energy. Mr. Chun holds a degree in Computer Engineering from Baylor University and a Masters in Electrical Engineering from the University of Houston.





ENGIE Resources Inc. – Certificate No. 04-118 RENEWAL APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS

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Exhibit D-4 – "FERC Power Marketer License Number"

Provide a statement disclosing the applicant's FERC Power Marketer License number. (Power Marketers only).

Not Applicable.