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2017 SEP -1 PM 1:13

August 30, 2017

Public Utilities Commission of Ohio  
Docketing Division  
180 East Broad Street  
Columbus, OH 43215-3793

RE: Renewal Application for Aggregator / Power Broker Certification (reference 15-1665-EL-AGG)

To Whom It May Concern:

Enclosed is the renewal application for Affiliated Power Purchasers International, LLC (reference case #15-1665-EL-AGG); one original and three copies. We are submitting Exhibits C-3 and C-5 under seal for protective treatment.

Should there be any questions or additional information required please contact Jennifer Underwood or Michael Payne.

Thank you,

A handwritten signature in black ink, appearing to be "J. Underwood", written over a horizontal line.

Jennifer D. Underwood  
Chief Financial Officer

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.  
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# Public Utilities Commission

Original AGG PUC Number	Version
15-1065-EL-AGG	May 2016

## RENEWAL APPLICATION FOR ELECTRIC AGGREGATORS/POWER BROKERS

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. RENEWAL INFORMATION

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

☒ Power Broker ☒ Aggregator

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

Legal Name Affiliated Power Purchasers In'l LLC  
Address 2013 Northwood Drive STE 1 Salisbury, MD 21801  
PUCO Certificate # and Date Certified 15-1019E(1) 10/24/2015  
Telephone # (800) 520-6685 Web site address (if any) www.appienergy.com

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

Legal Name Affiliated Power Purchasers Int'l LLC  
Address 2013 Northwood Drive STE 1 Salisbury, MD 21801  
Telephone # (800) 520-6685 Web site address (if any) www.appienergy.com

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

Affiliated Power Purchasers  
APPI  
APPI Energy

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

Name Michael S Payne  
Title Executive Vice President & Corporate Counsel  
Business address 2013 Northwood Drive STE 1 Salisbury, MD 21801  
Telephone # (800) 520-6685 Fax # (410) 749-8769  
E-mail address mpayne@appienergy.com

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

Name Jennifer Underwood  
Title Chief Financial Officer  
Business address 2013 Northwood Drive STE 1 Salisbury, MD 21801  
Telephone # (667) 330-1133 Fax # (410) 749-8769  
E-mail address junderwood@appienergy.com

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

Customer Service address 2013 Northwood Drive STE 1 Salisbury, MD 21801  
Toll-free Telephone # (800) 520-6685 Fax # (410) 749-8769  
E-mail address customerservice@appienergy.com

**A-8 Applicant's federal employer identification number # 52-2270096**

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

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

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

- A-10 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.

**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 "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-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 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-5 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

## **C. 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. (This is generally only applicable to publicly traded companies who publish annual reports.)

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

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 **Exhibit C-5 "Forecasted Financial Statements,"** 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 **Exhibit C-7 "Credit Report,"** provide a copy of the applicant's credit report from Experion, 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 **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 two most recent years preceding the application.
- C-10 **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.

  
Signature of Applicant & Title

Sworn and subscribed before me this 30 day of August, 2017  
Month Year

  
Signature of official administering oath

Debra K. Miller, Notary  
Print Name and Title

My commission expires on Feb. 20, 2020 19

# **AFFIDAVIT**

State of Maryland :

Salisbury ss.  
(Town)

County of Wicomico :

Jennifer Underwood Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the CFO (Office of Affiant) of Affiliated Power Purchasers, Inc. 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 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 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 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.
8. 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.
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.

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]* CFO  
Signature of Affiant & Title

Sworn and subscribed before me this 30 day of August, 2017  
Month Year

Debra K. Miller  
Signature of official administering oath

Debra K. Miller, Notary  
Print Name and Title

My commission expires on Feb. 20, 2020

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DEBRA K. MILLER  
NOTARY PUBLIC, STATE OF MARYLAND  
MY COMMISSION EXPIRES, FEB. 20, 2020



## **Attachments for Affiliated Power Purchasers International, LLC**

### **A. RENEWAL INFORMATION**

#### **Exhibit A-10 "Principal Officers, Directors and Partners"**

##### **Partners:**

Walter W. Moore, President and Chairman of the Board of Directors  
2013 Northwood Drive STE 1  
Salisbury, MD 21801  
(410) 749-5507

Michael S. Payne, J.D., L.L.M., Executive Vice President & Corporate Counsel and Director  
2013 Northwood Drive STE 1  
Salisbury, MD 21801  
(410) 749-5507

Kathleen M. Kiernan, Director  
24006 Old Meadow Road  
Seaford, DE 19973  
(215) 292-4294

Kevin Smyth, Director  
8816 Lake Sheen Court  
(407) 876-6741

Michael Housley, Director  
32 Waterloo Street  
Warrenton, VA 20186  
(540) 351-0981

Mr. Housley is President of and represents The Legacy Energy Group, LLC.

### **B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCES**

#### **Exhibit B-1 "Jurisdiction of Operations"**

<u>State</u>	<u>License Number</u>		
		Michigan	B93672
		New Jersey	EA-0011, PA-011
California	201227510046	New York	2683596
Delaware	11-460	Ohio	01-062
District of Columbia	EA11-30	Pennsylvania	A-110041
Illinois	0233171-3	Rhode Island	D-96-6 (H5)
Maine	20020050FC	Texas	07078453
Maryland	IR-279	Virginia	T0182529
Massachusetts	EB-004	Wisconsin	A068395

## **Attachments for Affiliated Power Purchasers International, LLC**

### **Exhibit B-2 “Experience and Plans”**

Affiliated Power Purchasers International, LLC (“APPI”) is an independent consulting firm that assists electricity users by providing education, market information, and access to supply contracts offered by retail suppliers. APPI began operations in 1996 and has provided energy consulting services to more than 5,000 customers across the United States.

APPI analyzes customer data, prepares requests for pricing proposal, and negotiates contracts with the suppliers on behalf of the customers. If the customer signs an APPI negotiated contract with a competitive retail electric supplier (CRES), APPI receives a fee based on customer’s usage. The customer is billed by the supplier or its electric utility. The supplier remits APPI’s fee payments to APPI. APPI never buys or sells electricity or natural gas. APPI never receives or processes customer payments for energy.

APPI provides its customers and the public a toll free number, email access, and full-time consultants to answer questions and provide information.

### **Exhibit B-3 “ Disclosure of Liabilities and Investigation”**

There are currently no known existing, pending, or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact APPI’s financial or operation status or ability to provide the services it is seeking to be certified to provide.

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

### **Exhibit C - FINANCIAL CAPABILITY AND EXPERIENCE**

**Exhibit C-1 “Annual Reports”** Not applicable to Applicant as it is a privately-held company.

**Exhibit C-2 “SEC Filings”** Not applicable to Applicant as it is a privately-held company.

**Exhibit C-3 “Financial Statements”** Answer filed under seal on separate forms.

**Exhibit C-4 “Financial Arrangements”** Not applicable to Applicant N/A

**Exhibit C-5 “Forecasted Financial Statements”** Answer filed under seal on separate forms.

**Exhibit C-6 “Credit Rating”** Not Applicable. Applicant does not have a credit rating issued by a credit agency or entity. Applicant has no parent or affiliated organization.

**Exhibit C-7 “Credit Report”** Not Applicable. Applicant does not have a credit report from Experian, Dun and Bradstreet, or a similar organization. APPI’s banking reference is:

**Attachments for Affiliated Power Purchasers International, LLC**

Michelle Thomas or John Aukward  
Vice Presidents  
Bank of Delmarva  
12 E. State Street  
Delmar, MD 21875  
(410) 548-1100

**Exhibit C-8 “Bankruptcy Information”** Not applicable as Applicant has never had any reorganizations, bankruptcy filings, not has any officer had a bankruptcy filing or guaranteed the obligations of Applicant in the current year or the two most recent years.

**Exhibit C-9 “ Merger Information”** Not Applicable. Applicant has not been involved in any dissolution or merger or acquisition in the five most recent years preceding the Application.

**Exhibit C-10 “Corporate Structure”** Not Applicable. Applicant is a stand-alone entity with no affiliate or subsidiary companies.