

FILE

Ohio

Public Utilities
Commission

13-2034-EL-AGG
~~13-755-EL-AGG~~ (23)

Original AGG Case Number	Version
13-755-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 Brakey Energy Retail, LLC
 Address PO Box 202720 Shaker Heights, OH 44120
 PUCO Certificate # and Date Certified 13-755E 10/31/13
 Telephone # 2167511758 Web site address (if any) _____

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

Legal Name Brakey Energy Retail, LLC
 Address PO Box 202720 Shaker Heights, OH 44120
 Telephone # 2167511758 Web site address (if any) _____

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

Brakey Energy Retail, LLC _____

A-5 Contact person for regulatory or emergency matters

Name Mathew Nickoson
 Title Vice President
 Business address PO Box 202720 Shaker Heights, OH 44120
 Telephone # 2167511758 Fax # _____
 E-mail address mnickoson@brakeyenergy.com

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 je Date Processed SEP 11 2017

2017 SEP 11 PM 1:46
PUCO

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

Name Mathew Nickoson
Title Vice President
Business address PO Box 202720 SHaker Heights, OH 44120
Telephone # 2167511758 Fax # _____
E-mail address mnickoson@brakeyenergy.com

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

Customer Service address PO Box 202720 Shaker Heights, OH 44120
Toll-free Telephone # 8668231125 Fax # _____
E-mail address mnickoson@brakeyenergy.com

A-8 Applicant's federal employer identification number # 45-2456922

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 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 **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 30th day of August, 2017
Month Year


Signature of official administering oath

Carolyn Blake, General Counsel
Print Name and Title

My commission expires on N/A

**CAROLYN BLAKE, ATTORNEY
NOTARY PUBLIC • STATE OF OHIO**
My commission has no expiration date
Section 147.03 O.R.C.

AFFIDAVIT

State of Ohio :

Cleveland Hts.
(Town)

County of Cuyahoga:

Matt Brakey, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He She is the President (Office of Affiant) of Brakey Energy Refuel (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] President
Signature of Affiant & Title

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

[Signature]
Signature of official administering oath

Carolyn Blake, General Counsel
Print Name and Title

My commission expires on N/A

**CAROLYN BLAKE, ATTORNEY
NOTARY PUBLIC • STATE OF OHIO
My commission has no expiration date
Section 147.03 O.R.C.**

September 1, 2017

Table of Contents

Exhibit A-10 “Principal Officers, Directors & Partners”	2
Exhibit B-1 “Jurisdictions of Operation”	3
Exhibit B-2 “Experience & Plans”	3
Exhibit B-3 “Disclosure of Liabilities and Investigations”	4
Exhibit C-1 “Annual Reports”	4
Exhibit C-2 “SEC Filings”	4
Exhibit C-3 “Financial Statements”	5
2016	5
2015	8
Exhibit C-4 “Financial Arrangements”	11
Exhibit C-5 “Forecasted Financial Statements”	12
Income Statements	12
Cash Flow Statements	13
Balance Sheets.....	14
Exhibit C-6 “Credit Rating”	15
Exhibit C-7 “Credit Report”	15
Exhibit C-8 “Bankruptcy Information”	15
Exhibit C-9 “Merger Information”	15
Exhibit C-10 “Corporate Structure”	16

September 1, 2017

Exhibit A-10 “Principal Officers, Directors & Partners”

Lucinda Brakey, Treasurer
115 Deerfield Road, New Gloucester, Maine 04260
(216) 906-0740

Michael Brakey, Secretary
115 Deerfield Road, New Gloucester, Maine 04260
(216) 906-0796

Matthew Brakey, President & Shareholder
1530 Kew Road, Cleveland Heights, Ohio 44118
(216) 570-6964

Exhibit B-1 "Jurisdictions of Operation"

Ohio

Exhibit B-2 "Experience & Plans"

Brakey Energy Retail's services will be narrowly limited to the brokerage function. Brakey Energy Retail will not function as a supplier. Many of the requirements listed in Section 4928.10 would not be applicable to a company that is not a generation supplier.

Brakey Energy Retail is the sister company of Brakey Energy. The key employees are the same between the two companies. Brakey Energy has been in business since 1999, and its employees have a unique understanding of Ohio's regulatory environment. The company has been helping scores of commercial and industrial energy users in Ohio contract for electric generation since the generation market first truly opened up and has contracted thousands of accounts.

Brakey Energy Retail will not be the party that contracts with the customers or provides billing statements. However, Brakey Energy Retail is highly selective in the suppliers it chooses to do business with. Brakey Energy Retail works with its clients to ensure that the suppliers they work with are reputable, CRES certified, and provide exceptional levels of customer service.

Brakey Energy Retail makes all of its employees easily available to its customers. We are highly responsive to customer issues, and all of our clients work directly with key personnel.

September 1, 2017

Exhibit B-3 "Disclosure of Liabilities and Investigations"

None

Exhibit C-1 "Annual Reports"

Not applicable. Brakey Energy Retail is not publicly traded.

Exhibit C-2 "SEC Filings"

Not applicable. Brakey Energy Retail is not a public company.

September 1, 2017

Exhibit C-3 "Financial Statements"

Audited financial statements are not available. Shown below are statements for 2016 and 2015 that have been certified by Lucinda Brakey, Treasurer.

2016**Brakey Energy Retail LLC****BALANCE SHEET**

As of December 31, 2016

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
Key Bank	6,904.84
Total Bank Accounts	\$6,904.84
Accounts Receivable	
Commissions Receivable	3,747.82
Total Accounts Receivable	\$3,747.82
Other Current Assets	\$0.00
Total Current Assets	\$10,652.46
TOTAL ASSETS	\$10,652.46
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Direct Deposit Payable	0.00
Payroll Liabilities	662.76
Total Other Current Liabilities	\$662.76
Total Current Liabilities	\$662.76
Total Liabilities	\$662.76
Equity	
Dividend Payment	-50,000.00
Members Equity	3,005.31
Opening Balance Equity	159.61
Net Income	56,824.78
Total Equity	\$9,989.70
TOTAL LIABILITIES AND EQUITY	\$10,652.46

Brakey Energy Retail LLC

September 1, 2017

Brakey Energy Retail LLC

PROFIT AND LOSS

January - December 2016

	TOTAL
INCOME	
Commission Income	112,032.53
Uncategorized Income	0.61
Total Income	\$112,033.14
EXPENSES	
Advertising and Promotion	300.00
Bank Service Charges	20.61
Business Licenses and Permits	350.43
Insurance Expense	2,109.34
Interest Expense	91.84
Meals and Entertainment	148.66
Office Supplies	210.13
Payroll Expenses	41,056.33
Penalties	173.73
Professional Fees	2,102.29
Taxes	
Federal	8,645.00
Total Taxes	8,645.00
Total Expenses	\$55,208.36
NET OPERATING INCOME	\$56,824.78
NET INCOME	\$56,824.78

Brakey Energy Retail LLC

STATEMENT OF CASH FLOWS

January - December 2016

	TOTAL
OPERATING ACTIVITIES	
Net Income	56,824.78
Adjustments to reconcile Net Income to Net	-4,327.12
Cash provided by operations:	
Net cash provided by operating activities	\$52,497.66
FINANCING ACTIVITIES	
Dividend Payment	-5,000.00
Members Equity	-45,000.00
Net cash provided by financing activities	\$ -50,000.00
NET CASH INCREASE FOR PERIOD	\$2,497.66
CASH AT BEGINNING OF PERIOD	4,406.98
CASH AT END OF PERIOD	\$6,904.64

Brakey Energy Retail LLC

September 1, 2017

2015

Brakey Energy Retail LLC

BALANCE SHEET

As of December 31, 2015

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
Key Bank	4,406.98
Total Bank Accounts	\$4,406.98
Other Current Assets	\$0.00
Total Current Assets	\$4,406.98
TOTAL ASSETS	\$4,406.98
LIABILITIES AND EQUITY	
Liabilities	\$1,242.06
Equity	
Dividend Payment	-45,000.00
Members Equity	6,495.16
Opening Balance Equity	159.61
Net Income	41,510.15
Total Equity	\$3,164.92
TOTAL LIABILITIES AND EQUITY	\$4,406.98

Brakey Energy Retail LLC

September 1, 2017

Brakey Energy Retail LLC

PROFIT AND LOSS

January - December 2016

	TOTAL
INCOME	
Commission Income	112,032.53
Uncategorized Income	0.61
Total Income	\$112,033.14
EXPENSES	
Advertising and Promotion	300.00
Bank Service Charges	20.61
Business Licenses and Permits	350.43
Insurance Expense	
Health Insurance	2,109.34
Total Insurance Expense	2,109.34
Interest Expense	91.84
Meals and Entertainment	148.66
Office Supplies	210.13
Payroll Expenses	41,056.33
Penalties	173.73
Professional Fees	2,102.29
Taxes	
Federal	8,645.00
Total Taxes	8,645.00
Total Expenses	\$55,208.36
NET OPERATING INCOME	\$56,824.78
NET INCOME	\$56,824.78

Brakey Energy Retail LLC**STATEMENT OF CASH FLOWS**

January - December 2015

	TOTAL
OPERATING ACTIVITIES	
Net Income	41,510.15
Adjustments to reconcile Net Income to Net	1,123.31
Cash provided by operations:	
Net cash provided by operating activities	\$42,633.46
FINANCING ACTIVITIES	
Dividend Payment	-1,000.00
Members Equity	-44,000.00
Net cash provided by financing activities	\$ -45,000.00
NET CASH INCREASE FOR PERIOD	\$ -2,366.54
CASH AT BEGINNING OF PERIOD	6,773.52
CASH AT END OF PERIOD	\$4,406.98

September 1, 2017

Exhibit C-4 "Financial Arrangements"

N/A.

September 1, 2017

Exhibit C-5 "Forecasted Financial Statements"

Income Statements

Profit and Loss

Projection

	2017	2018
Income		
Commission Income	<u>\$144,200.00</u>	<u>\$155,700.00</u>
Total Income	<u>\$144,200.00</u>	<u>\$155,700.00</u>
Expenses		
Automobile Expense	\$70.00	\$70.00
Insurance Expense		
Health Insurance	\$910.00	\$-
Total Insurance Expense	\$910.00	\$-
Meals and Entertainment	\$100.00	\$100.00
Payroll Expenses		
Payroll Taxes	\$4,640.00	\$4,640.00
Payroll	<u>\$44,350.00</u>	<u>\$42,800.00</u>
Total Payroll Expenses	<u>\$48,990.00</u>	<u>\$47,440.00</u>
Penalties	\$120.00	\$-
Professional Fees	\$3,400.00	\$3,400.00
Taxes		
Federal	\$5,400.00	\$0.00
Local	<u>\$3,100.00</u>	<u>\$3,100.00</u>
Total Taxes	<u>\$8,500.00</u>	<u>\$3,100.00</u>
Total Expenses	<u>\$62,090.00</u>	<u>\$54,110.00</u>
Net Operating Income	<u>\$82,110.00</u>	<u>\$101,590.00</u>
Net Income	<u>\$82,110.00</u>	<u>\$101,590.00</u>

September 1, 2017

Cash Flow Statements**Statement of Cash Flows****Projection**

	2017	2018
OPERATING ACTIVITIES		
Net Income	\$82,110.00	\$101,590.00
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	\$3,060.00	\$0.00
Net cash provided by operating activities	\$85,170.00	\$101,590.00
FINANCING ACTIVITIES		
Members Draw	-75,000.00	-100,000.00
Net cash provided by financing activities	-\$75,000.00	-\$100,000.00
Net cash increase for period	\$10,170.00	\$1,590.00
Cash at beginning of period	6,900.00	17,070.00
Cash at end of period	\$17,070.00	\$18,660.00

Brakey Energy Retail LLC

September 1, 2017

Balance Sheets

Balance Sheet

Projection

	2017	2018
ASSETS		
Current Assets		
Bank Accounts		
Key Bank	\$17,070.00	\$18,660.00
Total Bank Accounts	\$17,070.00	\$18,660.00
TOTAL ASSETS	\$17,070.00	\$18,660.00
LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities	\$-	\$-
Total Liabilities	\$0.00	\$0.00
Equity		
Members Draw	\$(75,000.00)	\$(100,000.00)
Members Equity	\$9,800.00	\$16,910.00
Opening Balance Equity	\$160.00	\$160.00
Net Income	\$82,110.00	\$101,590.00
Total Equity	\$17,070.00	\$18,660.00
TOTAL LIABILITIES AND EQUITY	\$17,070.00	\$18,660.00

September 1, 2017

Exhibit C-6 "Credit Rating"

Not applicable. Brakey Energy Retail has done no borrowing.

Exhibit C-7 "Credit Report"

Not applicable.

Exhibit C-8 "Bankruptcy Information"

None.

Exhibit C-9 "Merger Information"

None

September 1, 2017

Exhibit C-10 "Corporate Structure"

Brakey Energy Retail is a stand-alone entity. There are no affiliate or subsidiary companies.