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RAMBACHER LAW, LLC

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September 6, 2018

14-1370-EL-66

Investment Law Group of
Davis Gillett Mottern and Sims LLC
Attn: Mr. Rob Joseph
545 Dutch Valley Rd., NE, Suite A
Atlanta, Georgia 30324

Re: Burton Energy Motions (2)

Dear Mr. Joseph:

Enclosed please find the following I have dated/signed for filing with the
Public Utilities Commission of Ohio:

1. Burton Energy Group, Inc.'s Motion for Extension Order While Renewal Application is Pending (Electric); and,
2. Burton Energy Group, Inc.'s Motion for Extension While Renewal Application is Pending (Gas).

Very truly yours,


John J. Rambacher

JJR:lc
Enclosures

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Public Utilities Commission

Original AGG Case Number	Version
14-1370-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 Burton Energy Group, LLC
Address 11675 Great Oaks Way, Suite 350, Alpharetta, GA 30022
PUCO Certificate # and Date Certified 14-865E(2) September 7, 2014
Telephone # 8669758777 Web site address (if any) www.burtonenergygroup.com

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

Legal Name Burton Energy Group, LLC
Address 11675 Great Oaks Way, Suite 350, Alpharetta, GA 30022
Telephone # 8669758777 Web site address (if any) www.burtonenergygroup.com

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

Burton Energy Group, LLC

A-5 Contact person for regulatory or emergency matters

Name Kristen Murphy
Title VP, Energy Supply
Business address 11675 Great Oaks Way, Suite 350, Alpharetta, GA 30022
Telephone # 6788294007 Fax # 6783256702
E-mail address kmurphy@burtonenergygroup.com

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

Name Rob Joseph
Title Attorney
Business address 1230 Peachtree Street NE, Suite 2445, Atlanta, GA 30309
Telephone # (404) 607-6934 Fax # _____
E-mail address rjoseph@investmentlawgroup.com

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

Customer Service address 11675 Great Oaks Way, Suite 350, Alpharetta, GA 30022
Toll-free Telephone # 8669758777 Fax # 6788290534
E-mail address supplyfax@burtonenergygroup.com

A-8 Applicant's federal employer identification number # 821565587

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 responsibly stating that they are a stand-alone entity with no affiliate or subsidiary companies.

 Managing Partner
Signature of Applicant & Title

Sworn and subscribed before me this 10th day of August, 2018
Month Year


Signature of official administering oath

Kristen Murphy, Vice President
Print Name and Title

My commission expires on Feb. 8, 2019



AFFIDAVIT

State of Georgia :

Alpharetta ss.
(Town)

County of Fulton :

Brent Burton, Affiant, being duly sworn/affirmed according to law, deposes and says that:
He/She is the President (Office of Affiant) of Burton Energy Group, 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], Managing Partner
Signature of Affiant & Title



Sworn and subscribed before me this 10th day of August, 2018
Month Year

[Signature]
Signature of official administering oath

Kristen Murphy, Vice President
Print Name and Title

My commission expires on Feb. 8, 2019

Exhibit A-10
Principal Officers, Directors & Partners

Brent Burton
President and Managing Partner
11675 Great Oaks Way, Suite 350
Alpharetta, GA 30022
(678) 829-4001

Mark Breuker
Managing Partner
11675 Great Oaks Way, Suite 350
Alpharetta, GA 30022
(678) 829-4002

Exhibit B-1
Jurisdictions of Operation

Outside of Ohio, Burton Energy Group is currently licensed as an electricity broker in the states of Massachusetts, Pennsylvania, Maryland, Illinois, New Jersey, Maine, Delaware, and in the District of Columbia. The applicant also conducts business as an electricity broker in California, Texas and New York, where a specific license is not required. At this time, Burton Energy Group does not provide electric wholesale or aggregation services.

Exhibit B-2

Experience & Plans

Burton Energy Group was established to comprehensively manage energy and environmental programs for multi-site corporations. Serving our clients is our core business. Our contracted services occur at the corporate level and as our customers expand their business into new states, Burton Energy Group does as well, in order to serve a client's full portfolio. Our application is to seek approval as a Power Broker, as we do not take title to the power. Our payment for the service of arranging the supply of retail electric generation to a retail customer is included within the negotiated contract rate between the supplier and the customer. Our fee is disclosed to the customer at the time of contracting and again at the time of the customer executing a contract with the supplier. Burton Energy Group does not bill for retail electric generation services, as we do not take title to the power.

As we do in other markets, our plan is to work with our client's new properties in Ohio to negotiate competitive retail electric contracts. Burton Energy Group is not affiliated with any generation service provider and by being vendor-neutral, we are able to conduct an RFP for electric service and provide a recommendation to the client. The client is then responsible for executing the contract with the generation supplier of choice. Burton Energy Group assists its customers with any inquiries they may have about the supplier or utility, by directing those requests to specific individuals at those companies providing service.

Strategic Assessment and Planning Process

Our energy program diagnostic and strategic planning methodology helps companies take their energy programs to the next level. Over the past year, Burton Energy Group has worked with several Fortune 500 corporations, perceived to already have leading practice energy management programs. Our system benchmarks their energy and environmental performance and provides a roadmap to achieve best-in-class status. Our approach can identify double digit cost reduction opportunities in energy spend for our clients.

Energy and Water Conservation Expertise

Our approach to driving demand-side programs has been developed through years of experience and can be quickly tailored to meet any company's specific goals and opportunities. Our concentrated focus on energy awareness and behavior management helps to achieve the best efficiencies before any dollars are invested in new systems. Once capital is ready to be deployed for further improvements, we guide the rebate/incentive process to prioritize programs with the biggest overall return. All rebate dollars go directly to the client. Through improved awareness/accountability and effective investment in demand-side initiatives, we can achieve 10% to 15% in energy and maintenance cost reductions for our customers.

Approach and Capabilities in Supply/Risk Management

One of the leading energy supply and risk management experts in the U.S. guides our risk strategy and supply management offering. Her experience as the energy buyer for a Fortune 100 company, and working in the deregulated energy market, helps shape our approach to risk management. Burton combines proven portfolio management techniques to guide a broad strategy with daily technical analysis that helps determine when to buy, how much and how long to buy within your desired risk parameters. By adopting a strategic buying program rather than market parity of rolling expiring contracts, Burton can reduce supply side expenses by 5% to 10%.

Budgeting and Forecasting Experience

Our budgeting and forecasting program is based on a disciplined approach to establishing a solid baseline coupled with our modeling of regulated and deregulated market impacts helps to achieve an accurate and clearly documented budget, with the goal of managing your energy expenses within 1% of plan.

Personnel Experience

Brent Burton

President and Founder

Brent Burton is a twenty year energy industry veteran who founded Burton Energy Group in 2001 to assist commercial and industrial businesses with their energy management needs. Burton has expanded over the past 11 years, and today our services include client account management and reporting, supply side strategy, commodity procurement, contract execution, utility rate and regulatory review, annual utility budgeting, energy demand side services, water conservation programs and green program initiatives. Brent's efforts have led to an enviable track record of success at Burton: His clients have an average return on investment of 7:1 for projects implemented since energy programs were initiated, resulting in annual savings of 5 - 8% of total energy spend.

Prior to the formation of Burton Energy Group, Brent worked as Vice President, Marketing at Retx Energy Services, an energy information application service provider that specialized in distributed generation solutions. Before joining Retx Brent was in the energy sector for 10 years, as a Director for Enron Energy Services and a Manager at Entergy Corporation.

Brent obtained his MBA from Mississippi State University with a concentration in Marketing, and BS degrees in Economics and Geology.

Mark Breuker, PE

Partner

Mark Breuker, a 15-year energy industry veteran, joined Burton Energy Group as a partner after serving as the Director of Energy Consulting at Advantage IQ. At Burton Energy Group, Mark provides leadership in the areas of sustainability, energy conservation, and billing data management as well as support of the company's energy procurement and risk management offering.

At Advantage IQ (now Ecova), Mark was responsible for developing and directing the Company's energy management programs on behalf of large industrial and commercial clients. Mark worked with

Advantage IQ's largest clients to develop a customized strategy to better manage energy usage and cost by leveraging the use of billing data. Over the past decade, through the implementation of supply and demand-side energy efficiency initiatives, he has helped retail, commercial and industrial clients return millions of dollars in savings to their bottom lines.

Prior to his position at Advantage IQ, Mark spent several years in management positions at Prenova, formerly Service Resources. With Prenova, Mark led the company's efforts to provide a full suite of energy management solutions to many of the firm's largest accounts. While the company operated under the name Service Resources, he led teams of account managers and managed customer relationships and load response offerings for customers like AT&T and Home Depot. Before Prenova, r, Mark worked as a Senior Project Engineer with Duke Solutions, responsible for identifying, developing, and implementing energy efficiency improvement. As a Senior Engineer with Carrier Corporation, Mark worked to improve the energy efficiency of residential air conditioners and published research on smart building technology through the American Society of Heating, Refrigerating and Air-Conditioning Engineers (ASHRAE).

Mark is a Certified Energy Manager, LEED Accredited Professional, and Registered Professional Engineer. He holds an MS in Mechanical Engineering from Purdue University and a BSME from the University of Michigan.

Additional expertise from team members include:

Kristen Murphy

Vice President of Energy Supply & Risk Management

Kristen has more than 10 years of industry experience, and serves as the leader of Burton's supply procurement and risk management team. Our clients look to Kristen to continue Burton's track record of providing superior energy supply and risk management services that generate significant returns on reasonable investments. Kristen manages risk positions and designs hedge strategies for our clients. She is responsible for evaluating and executing electricity and natural gas trades, and also leads our regulated market services include regulatory reporting and rate negotiation assistance.

Prior to joining Burton, Kristen served as Manager of Energy Procurement for Prenova (now Ecova) in Atlanta, where she supervised energy buying activities and optimized costs for clients. Previously, she led external affairs at Newsouth Energy LLC in Atlanta. Kristen began her career in government affairs, serving as Deputy Director of the Political Action Committee for Koch Industries in Washington, D.C., and as State and Federal Government Affairs Associate and PAC Administrator for Mirant in Atlanta. Kristen earned a BS in Economics from Arizona State University.

Chris Fahey

Energy Analyst

Chris lends support to the Energy Supply Team at Burton with reporting and compliance duties. His main responsibility at Burton is providing contract performance reports and analysis for clients with third-party suppliers. He also lends support in management of Burton's internal contract database, client budgeting, and market update reports. He interned with Burton Energy two summers before joining full time. Chris earned his Bachelor of Science in Business Administration from The Georgia Institute of Technology.

Exhibit B-3
Disclosure of Liabilities and Investigations

The Loyalton Group, Inc. v Burton Energy Group, Inc., U.S. District Court, D. Minnesota, Civil Case No. 09. This was a civil suit by a former subcontractor for breach of contract. Burton Energy Group, Inc. determined that the claims were without merit and vigorously defended against all claims. A majority of the claims were dismissed in the Summary Judgment stage of the case. With respect to the remaining claims, Burton Energy Group, Inc. reached a confidential settlement agreement with The Loyalton Group, Inc. and the case has been dismissed.

Exhibit C-1
Annual Reports

The Applicant is a private company and is not required to provide annual reports.

Exhibit C-2

SEC Filings

The Applicant is not required to file with the SEC, as the SEC does not govern our services.

Exhibit C-3
Financial Statements

FILED UNDER SEAL

Exhibit C-4
Financial Arrangements

N/A – seeking to be certified as broker.

Exhibit C-5
Forecasted Financial Statement

FILED UNDER SEAL

Exhibit C-6
Credit Rating

N/A - Please see C-7.1 for credit rating.

Exhibit C-7
Credit Report

FILED UNDER SEAL

Exhibit C-8
Bankruptcy Information

Neither Burton Energy Group nor its officers have had any reorganizations, protection from creditors or any other form of bankruptcy filing in the current year or two years immediately preceding the application. Burton Energy Group does not have a parent or affiliate organization.

Exhibit C-9
Merger Information

Burton Energy Group has had no dissolution, merger, or acquisition in the five years immediately preceding the application.

Exhibit C-10
Corporate Structure

Burton Energy Group is a privately-held limited liability company, organized in 2002, formed under the laws of the State of Georgia, and the company's Managers and Shareholders. Burton Energy Group currently employs 24 full-time employees, who are divided amongst three departments including: energy supply and risk management, utility management, and demand-side and conservation programs. In addition to offering demand/conservation services to customers within Ohio, Burton Energy Group plans to act as a Power Broker of energy services to help customers achieve competitive prices and manage to their budgets. Burton Energy Group does not have any affiliates or subsidiary companies.

