

NC  
FILE

Ohio

Public Utilities  
Commission

19-433-GA-AGG

58

## INITIAL CERTIFICATION FILING INSTRUCTIONS COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS

**I. Where to File:** Applications should be sent to: Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus Ohio 43215-3793.

**II. What to File:** Applicant must submit one original notarized application signed by a principal officer and three copies including all exhibits, affidavits, and other attachments. All attachments, affidavits, and exhibits should be clearly identified. For example, Exhibit C-10 should be marked "Exhibit C-10 'Corporate Structure.'" All pages should be numbered and attached in a sequential order.

**III. Which Forms to File:** Entities, other than governmental aggregators, that will aggregate customers or suppliers to provide competitive retail natural gas services must file a "Certification Application for Retail Natural Gas Brokers/Aggregators" form. Governmental aggregators must file a "Certification Application for Governmental Aggregators" form and retail natural gas suppliers must file a "Certification Application for Retail Natural Gas Suppliers" form. If a broker/aggregator will provide competitive retail natural gas marketer services, in addition to broker and aggregator services, it must file a "Certification Application for Retail Natural Gas Suppliers" form. Checkboxes are provided on the form to indicate desired status.

A summary of CRNGS definitions (from the Commission's certification rules) is provided below to help applicants determine which application form to use. Three separate application forms are provided, one each for the following services.

- ☐ Competitive Retail Natural Gas Supplier (Marketer, Broker, Aggregator)
- ☐ Competitive Retail Natural Gas Broker/Aggregator
- ☐ Ohio Natural Gas Governmental Aggregator

### IV. Certified Entity Service Definitions:

**Competitive Retail Natural Gas Service** - any retail natural gas service that may be competitively offered to consumers in this state.

**Competitive Retail Natural Gas Supplier** - a person that is engaged in a for-profit or not-for-profit basis in the business of supplying or arranging for the supply of a CRNGS to consumers in this state that are not mercantile customers. "Retail natural gas supplier" includes a marketer, broker, or aggregator, but excludes a natural gas company, a governmental aggregator, a billing or collection agent, and a producer or gatherer of gas that is not a natural gas company.

**Competitive Retail Natural Gas Marketing Service** - assuming the contractual and legal responsibility for the sale and provision of CRNGS to a retail natural gas customer in this state and having title to natural gas at some point during the transaction.

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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**Competitive Retail Natural Gas Brokerage Service** – assuming the contractual and legal responsibility for the sale and/or arrangement for the supply of CRNGS to a retail customer in this state without taking title to the natural gas.

**Competitive Retail Natural Gas Broker** - a person who provides retail natural gas brokerage service.

**Competitive Retail Natural Gas Aggregation Service** - combining the natural gas load of multiple retail residential customers or small commercial customers via an agreement with the customers for the purpose of purchasing retail natural gas service on an aggregated basis.

**Competitive Retail Natural Gas Aggregator** - a person who contracts with customers to combine the customers' natural gas load for the purposes of purchasing CRNGS on an aggregated basis.

**Natural Gas Governmental Aggregator** - The legislative authority of a municipal corporation, the board of township trustees, or a board of county commissioners acting exclusively under Section 4929.26 or 4929.27 of the Revised Code as an aggregator for the provision of CRNGS. For the purposes of this definition, "governmental aggregator" specifically excludes a municipal corporation acting exclusively under Section 4 of Article XVIII, Ohio Constitution, as an aggregator for the provision of CRNGS.

**V. Application Form:** The application is available on the Commission's web site, [www.puco.ohio.gov](http://www.puco.ohio.gov) or directly from the Commission at: Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus Ohio 43215-3793.

**VI. Confidentiality:** An applicant may file financial statements, financial arrangements, and forecasted financial statements under seal. If these exhibits are filed under seal, they will be afforded protective treatment for a period of six years from the date of the certificate for which the information is being provided.

An applicant may file a motion for a protective order for other information not filed under seal per the previous paragraph. If the motion is filed in conformance with rule 4901:1-27-07 of the Administrative Code, it shall be automatically approved on the thirty-first day after the date of filing and the information shall be afforded protective treatment for a period of six years from the date of the certificate for which the information is being provided, unless the commission or an attorney examiner appointed by the commission rules otherwise.

At the expiration of the six-year period provided for in the previous paragraphs, the information will be automatically released into the open record. An applicant wishing to extend a protective order beyond the six-year time period must comply with paragraph (F) of rule 4901-1-24 of the Administrative Code.

**VII. Commission Process for Approval:** An application for certification shall be made on forms approved and supplied by the Commission. The applicant shall complete the appropriate application form in its entirety and supply all required attachments, affidavits, and evidence of capability specified by the form at the time an application is filed. The Commission certification process begins when the Commission's Docketing Division receives and time/date stamps the application. An incomplete application may be suspended or rejected. An application that has been suspended as incomplete may cause delay in certification.



The Commission may approve, suspend, or deny an application within 30 days. If the Commission does not act within 30 days, the application is deemed automatically approved on the 31<sup>st</sup> day after the official filing date. If the Commission suspends the application, the Commission shall notify the applicant of the reasons for such suspension and may direct the applicant to furnish additional information.

The Commission shall act to approve or deny a suspended application within 90 days of the date that the application was suspended. Upon Commission approval, the applicant shall receive notification of approval and a numbered certificate that specifies the service(s) for which the applicant is certified and the dates for which the certificate is valid.

Unless otherwise specified by the Commission, a competitive retail natural gas service provider's certificate is valid for a period of two years, beginning and ending on the dates specified on the certificate. The applicant may renew its certificate in accordance with Rule 4901:1-27-09 of the Ohio Administrative Code.

CRNGS(competitive retail natural gas service) providers shall inform the Commission of any material change to the information supplied in a certification application within thirty days of such material change in accordance with Rule 4901:1-27-11 of the Ohio Administrative Code.

**VIII. Contractual Arrangements for Capability Standards:** If the applicant is relying upon contractual arrangements with a third-party, to meet any of the certification requirements, the applicant must provide with its application all of the following:

- ☐ The legal name of any contracted entity;
- ☐ A statement that a valid contract exists between the applicant and the third-party;
- ☐ A detailed summary of the contract(s), including all services provided thereunder; and
- ☐ The documentation and evidence to demonstrate the contracting entity's capability to meet the requirements as if the contracting entity was the applicant.

**IX. Questions:** Questions regarding filing procedures should be directed to [CRNGS@puc.state.oh.us](mailto:CRNGS@puc.state.oh.us)

**X. Governing Law:** The certification/renewal of CRNGS suppliers is governed by Chapters 4901:1-27 and 4901:1-29 of the Ohio Administrative Code, and Section 4929.20 of the Ohio Revised Code.



# Public Utilities Commission

PUCO USE ONLY – Version 1.08 May 2016		
Date Received	Case Number	Certification Number
	19. 433 - GA-AGG	

## INITIAL CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS BROKERS /AGGREGATORS

Please **type or print** all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-15 - Company History*). 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 directly input information onto the form. You may also download the form by saving it to your local disk.

### SECTION A - APPLICANT INFORMATION AND SERVICES

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

☐ Retail Natural Gas Aggregator ☒ Retail Natural Gas Broker

#### A-2 Applicant information:

Legal Name National Utility Service, Inc.  
Address One Maynard Drive/PO Box 712, Park Ridge, NJ 07656-0712  
Telephone No. (201) 391-4300 Web site Address <https://www.nusconsulting.com/>

#### A-3 Applicant information under which applicant will do business in Ohio:

Name National Utility Service, Inc.  
Address Corporation Service Company: 500 West Broad Street, Suite 1330, Columbus, OH 43215  
Web site Address <https://www.nusconsulting.com/> Telephone No. (201) 391-4300

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

NUS Consulting Group

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

Name Paul Hofmann Title Manager, Rates & Tariff  
Business Address One Maynard Drive/PO Box 712, Park Ridge, NJ 07656-0712  
Telephone No. (201) 391-4300 Fax No. (201) 391-8158 Email Address [PHofmann@nusconsulting.com](mailto:PHofmann@nusconsulting.com)



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

Name Paul L. Dugandzic Title Controller  
Business address One Maynard Drive/PO Box 712, Park Ridge, NJ 07656-0712  
Telephone No. (201) 391-4300 Fax No. (201) 391-8158 Email Address pdugandzic@nusconsulting.com

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

Customer service address One Maynard Drive/PO Box 712, Park Ridge, NJ 07656-0712  
Toll-Free Telephone No. (800) 654-4687 Fax No. (201) 391-8158 Email Address inquiry@nusconsulting.com

**A-8 Provide "Proof of an Ohio Office and Employee," in accordance with Section 4929.22 of the Ohio Revised Code, by listing name, Ohio office address, telephone number, and Web site address of the designated Ohio Employee**

Name Corporation Service Company Title  
Business address 50 West Broad Street, Suite 1330, Columbus, OH 43215  
Telephone No. (866) 403-5272 Fax No. Email Address

**A-9 Applicant's federal employer identification number 131088080**

**A-10 Applicant's form of ownership: (Check one)**

☐ Sole Proprietorship ☐ Partnership  
☐ Limited Liability Partnership (LLP) ☐ Limited Liability Company (LLC)  
☒ Corporation ☐ Other

**A-11 (Check all that apply) Identify each natural gas company service area in which the applicant is currently providing service or intends to provide service, including identification of each customer class that the applicant is currently serving or intends to serve, for example: *residential, small commercial, and/or large commercial/industrial (mercantile) customers*. (A mercantile customer, as defined in Section 4929.01(L)(1) of the Ohio Revised Code, means a customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within the state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside of this state. In accordance with Section 4929.01(L)(2) of the Ohio Revised Code, "Mercantile customer" excludes a not-for-profit customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within this state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside this state that has filed the necessary declaration with the Public Utilities Commission.)**

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	<input type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Dominion East Ohio	<input type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Duke Energy Ohio	<input type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	<input type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial

**A-12** If applicant or an affiliated interest previously participated in any of Ohio's Natural Gas Choice Programs, for each service area and customer class, provide approximate start date(s) and/or end date(s) that the applicant began delivering and/or ended services.

☐ Columbia Gas of Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service		End Date	
<input type="checkbox"/>	Small Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

☐ Dominion East Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service		End Date	
<input type="checkbox"/>	Small Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

☐ Duke Energy Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service		End Date	
<input type="checkbox"/>	Small Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

☐ Vectren Energy Delivery of Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service		End Date	
<input type="checkbox"/>	Small Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

**A-13** If not currently participating in any of Ohio's four Natural Gas Choice Programs, provide the approximate start date that the applicant proposes to begin delivering services:

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	upon PUC approval
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	upon PUC approval
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	upon PUC approval
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	upon PUC approval

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 **Exhibit A-14 "Principal Officers, Directors & Partners,"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-15 **Exhibit A-15 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-16 **Exhibit A-16 "Articles of Incorporation and Bylaws,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.
- A-17 **Exhibit A-17 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

## SECTION 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 current 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 natural gas service, or retail/wholesale electric services.
- B-2 **Exhibit B-2 "Experience & Plans,"** provide a current 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 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational

status or ability to provide the services it is seeking to be certified to provide.

- B-5 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No      ☐ Yes

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

- B-6 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas.

☒ No      ☐ Yes

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

### **SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If the applicant does not produce annual reports, the applicant should 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 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 current financial arrangements to satisfy collateral requirements to conduct retail electric/gas business activity (e.g., parental or third party guarantees, 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 **NATURAL GAS 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 current 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 current 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.



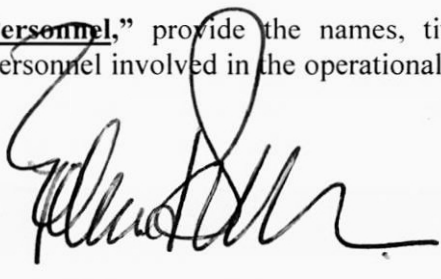
- C-8 **Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant 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.

#### SECTION D – APPLICANT TECHNICAL CAPABILITY

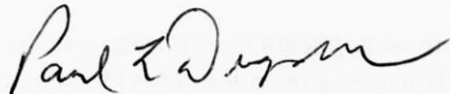
PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 **Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business functions.
- D-2 **Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.
- D-3 **Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

 Co-president

Sworn and subscribed before me this 13 day of FEBRUARY Month 2019 Year



Signature of official administering oath

Print Name and Title

Paul L. Dugandzic  
Notary Public of New Jersey  
Commission # 2375379  
Commission Exp: July 7, 2023

My commission expires on





# The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service  
Affidavit Form  
(Version 1.07)

In the Matter of the Application of

for a Certificate or Renewal Certificate to Provide  
Competitive Retail Natural Gas Service in Ohio.

Case No. -GA-AGG

County of  Bergen  
State of  NJ

Richard Soutanian [Affiant], being duly sworn/affirmed, hereby states that:

- (1) The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant.
- (2) The applicant will timely file an annual report of its intrastate gross receipts and sales of hundred cubic feet of natural gas pursuant to Sections 4905.10(A), 4911.18(A), and 4929.23(B), Ohio Revised Code.
- (3) The applicant will timely pay any assessment made pursuant to Section 4905.10 or Section 4911.18(A), Ohio Revised Code.
- (4) Applicant will comply with all applicable rules and orders adopted by the Public Utilities Commission of Ohio pursuant to Title 49, Ohio Revised Code.
- (5) Applicant will cooperate with the Public Utilities Commission of Ohio and its staff in the investigation of any consumer complaint regarding any service offered or provided by the applicant.
- (6) Applicant will comply with Section 4929.21, Ohio Revised Code, regarding consent to the jurisdiction of the Ohio courts and the service of process.
- (7) Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the certification or certification renewal application within 30 days of such material change, including any change in contact person for regulatory or emergency purposes or contact person for Staff use in investigating customer complaints.
- (8) Affiant further sayeth naught.

Affiant Signature & Title

Co-president

Sworn and subscribed before me this

13

day of

FEBRUARY

Month

2019

Year

Paul L. Dugandzic

Signature of Official Administering Oath

Print Name and Title

Paul L. Dugandzic  
Notary Public of New Jersey  
Commission # 2375379  
Commission Exp: July 7, 2023

My commission expires on

## **Exhibit A-14 Principal Officers, Directors & Partners**

The following is a listing of the officers, directors & partners of National Utility Service, Inc. d/b/a NUS Consulting Group:

Richard D. Soultanian  
Co-President  
One Maynard Drive/PO Box 712  
Park Ridge, NJ 07656-0712  
(201) 391-4300

Gary J. Soultanian  
Co-President  
One Maynard Drive/PO Box 712  
Park Ridge, NJ 07656-0712  
(201) 391-4300

Robert A. Heinrich  
Vice President  
One Maynard Drive/PO Box 712  
Park Ridge, NJ 07656-0712  
(201) 391-4300

## **Exhibit A-15 Company History**

NUS Consulting Group is a privately-owned business that began operations with modest beginnings and a goal to service local businesses. NUS was founded in 1933 in New York City by Theodore E. Maynard, who realized that utilities were not legally bound to ensure consumers were on the most cost effective energy rates. Mr. Maynard founded NUS as a way to support energy intensive businesses in analyzing and optimizing their available energy tariff options.

Today, NUS is an international consulting firm employing over 350 energy professionals in 19 offices around the globe, managing over \$5 billion in energy expenditure per annum. We offer a full suite of energy management services including Invoice Processing & Payment Data Feed, Analysis & Optimization, Procurement & Risk Management, Budgeting & Tracking, Online Energy Data Management (NUSdirect), Carbon Monitoring, and Market Intelligence Services. Our clients represent a broad spectrum of industries including retail, manufacturing, healthcare, government agencies, chemical, technology, mining, hospitality, banking, transportation, and financial services. As we serve a variety of industries, our services are designed to be scalable and flexible to meet each clients' business requirements.

**Exhibit A-16 Articles of Incorporation and Bylaws**

See Attached

CERTIFICATE OF INCORPORATION

**FILED**

OF

DEC 18 1987

BAN-TUR, INC.

Name changed to: NATIONAL UTILITY SERVICE, INC. (N.J.) JANE BURGIO  
Secretary of State

WE, THE UNDERSIGNED, for the purpose of forming a corporation pursuant to N.J.S. 14A:1-1 et seq., the "New Jersey Business Corporation Act", do hereby certify:

FIRST: The name of the proposed corporation shall be BAN-TUR, INC.

SECOND: The purposes for which it is to be formed are:

To engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the same or similar business.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent

rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

To issue bonds, debentures, or obligations of the corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.



In general, to carry on any other similar business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of New Jersey upon corporations formed under the act hereinbefore referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

**THIRD:** The aggregate number of shares which the corporation shall have authority to issue is twenty-six thousand (26,000) divided into three (3) classes. The designation of each Class, the number of shares of each Class and the par value of the shares of each Class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Class A	4,500	\$1,000.00
Class B	1,500	\$1,000.00
Class C	20,000	\$ 1.00

The relative rights, preferences and limitations of the shares of each Class are as follows:

A. The holders of Class B stock shall not be entitled to receive or share in any dividend declared by the Board of Directors of the corporation.

B. The holders of the Class A stock shall be entitled to receive, when and as declared by the Board of Directors of the corporation, out of any assets of the corporation available for dividends pursuant to the laws of the State of New Jer-

sey, preferential dividends at the rate of eight and one-half per centum (8-1/2%) on the par value thereof, per annum and no more, payable annually, on such dates as may be determined by the Board of Directors before any dividend shall be declared or paid upon or set apart for the Class C stock. Such dividends upon the Class A stock shall be cumulative from the date of issue thereof so that if dividends for any past dividend period at the rate of eight and one-half per centum (8-1/2%) on the par value thereof, per annum, shall not have been paid thereon, or declared and a sum sufficient for payment thereof set apart, the deficiency shall be fully paid or set apart but without interest, before any dividend shall be paid upon or set apart for the class C stock. Whenever the full dividends upon the Class A stock for any past dividend periods shall have been paid and the full dividend thereon for the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart, dividends upon the Class C stock may be declared by the Board of Directors out of the remainder of the assets available therefor.

C. The corporation may, upon approval by a two-thirds (2/3) vote of the holders of each of the Class A and Class B shares, voting separately as a Class, redeem the whole or any part of the outstanding Class A stock at any time by paying One Thousand (\$1,000.00) Dollars for each share thereof, together with a sum of money equivalent to dividends at the rate of eight and one-half per centum (8-1/2%) on the par value thereof per annum from the date on which the dividends thereon became cumulative to the next dividend date following the earli-

est date fixed for such redemption, less the amount of dividends theretofore paid thereon.

Notice of such election to redeem shall be mailed to each holder of stock so to be redeemed at his address as it appears on the books of the corporation, not less than thirty (30) days prior to the date upon which the stock is to be redeemed. If, on or before the redemption date named in such notice, the funds necessary for such redemption shall have been set aside by the corporation so as to be available for payment on demand to the holders of Class A stock so called for redemption, then notwithstanding that any certificate of the Class A stock so called for redemption shall not have been surrendered for cancellation, the dividends thereon shall cease to accrue from and after the date of redemption so designated and all rights with respect to such Class A stock so called for redemption, including any right to vote or otherwise participate in the determination of any proposed corporate action, shall forthwith after such redemption date cease and determine, except only the right of the holder to receive the redemption price therefor, but without interest.

D. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of the Class A stock shall be entitled, before any assets of the corporation shall be distributed among or paid over to the holders of the Class B and Class C stock, to be paid One Thousand (\$1,000.00) Dollars per share, together with a sum of money equivalent to dividends at the rate of eight and one-half (8-1/2%) per centum per annum on the par

value thereof, from the date or dates upon which dividends on such Class A stock became cumulative to the date of payment thereof, less the amount of dividends theretofore paid thereon.

After the making of such payments to the holders of the Class A stock, the holders of the Class B stock shall be entitled, before any assets of the corporation shall be distributed among or paid over to the holders of the Class C stock, to be paid One Thousand Dollars (\$1,000.00) per share.

After the making of such payments to the holders of the Class A and the Class B stock, the remaining assets of the corporation shall be distributed to the holders of the Class C stock according to the number of shares held by each.

If, upon such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the Class A stock shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the Class A stock. If, after distribution to the holders of the Class A stock, the remaining assets of the corporation distributable as aforesaid among the holders of the Class B stock shall be insufficient to permit the payment to them of said amount, the entire remaining assets shall be distributed ratably among the holders of the Class B stock.

E. The holders of the Class C stock shall have no voting power, all rights to vote and all voting power being vested exclusively in the holders of Class A stock and Class B stock. The holders of Class A stock shall be entitled to one (1) vote for each share of stock held and the holders of Class B

stock shall be entitled to four (4) votes for each share of stock held. At any meeting of shareholders, the affirmative vote of two-thirds (2/3) of the holders of Class A stock and of Class B stock voting separately as a Class shall be necessary to approve the sale of all or substantially all of the assets of the corporation or for the voluntary dissolution of the corporation.

F. No shareholder of this corporation shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares of any Class of this corporation, now or hereafter to be authorized, or any shares or other securities, convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or other securities would adversely affect the dividend or voting rights of such holders, other than such rights, if any, as the Board of Directors, in its discretion from time to time may grant and at such price as the Board of Directors, in its discretion may fix; and the Board of Directors may issue shares of any Class of this corporation or other securities convertible into or carrying options or warrants to purchase shares of any Class, without offering any such shares of any Class, either in whole or in part, to the existing shareholders of any Class.

**FOURTH:** The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration re-

ceived by the corporation for the issuance of shares without par value, plus such amounts as from time to time, by resolution of the Board of Directors, may be transferred thereto.

FIFTH: Directors of the corporation shall have no personal liability to the corporation or its shareholders for damages for breach of any duty owed to the corporation or its shareholders, provided that this Article FIFTH shall not relieve a director from liability for any breach of duty based upon an act or omission (i) in breach of the director's duty of loyalty to the corporation or its shareholders, (ii) not in good faith or involving a knowing violation of law or (iii) resulting in receipt by such person of any improper personal benefit.

SIXTH: A. Persons. The corporation shall indemnify, to the extent provided in paragraphs B, D or F:

1. any person who is or was a director, officer, employee, or agent of the corporation or of any constituent corporation absorbed by the indemnifying corporation in a consolidation or merger; and
2. any person who serves or served at the corporation's request as a director, officer, trustee, employee, or agent, of another corporation, partnership, joint venture, sole proprietorship, employee benefit plan, or other enterprise.

B. Extent -- Derivative Suits. In case of a threatened, pending or completed criminal, administrative or arbitra-



7  
tive action, suit or proceeding, and any appeal therein and any inquiry or investigation which could lead to such action, suit or proceeding by or in the right of the corporation against a person made in paragraph A by reason of his holding a position named in paragraph A, the corporation shall indemnify him if he satisfies the standard in paragraph C, for expenses (including attorneys' fee but excluding amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of the action or suit.

c. Standard -- Derivative Suits. In case of a threatened, pending or completed action or suit described in paragraph B of this Section by or in the right of the corporation, a person named in paragraph A shall be indemnified only if:

1. he is successful on the merits or otherwise; or
2. he acted in good faith in the transaction which is the subject of the suit or action, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, including, but not limited to, the taking of any and all actions in connection with the corporation's response to any offer or proposal of another party to engage in a business combination not approved by the Board of Directors. However, he shall not be indemnified in respect of any claim, issue or matter as to which he has been adjudged liable to the corporation unless (and only to the extent that) the

court in which the suit was brought shall determine, upon application, that despite the adjudication but in view of all the circumstances, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

D. Extent -- Nonderivative Suits. In case of a threatened, pending or completed civil, criminal, administrative or arbitratative action, suit or proceeding, and any appeal therein and any inquiry or investigation which could lead to such action, suit or proceeding, other than a suit by or in the right of the corporation, together hereafter referred to as a nonderivative suit, against a person named in paragraph A by reason of his holding a position named in paragraph A, the corporation shall indemnify him if he satisfies the standard in paragraph E, for amounts actually and reasonably incurred by him in connection with the defense or settlement of the nonderivative suit, including, but not limited to (i) expenses (including attorneys' fees), (ii) amounts paid in settlement, (iii) judgments, and (iv) fines and penalties.

E. Standard -- Nonderivative Suits. In case of a nonderivative suit, a person named in paragraph A shall be indemnified only if:

1. he is successful on the merits or otherwise; or
2. he acted in good faith in the transaction which is the subject of the nonderivative suit and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, including, but not limited to, the taking

of any and all actions in connection with the corporation's response to any tender offer or any offer or proposal of another party to engage in a business combination not approved by the Board of Directors and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful. The termination of a nonderivative suit by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in itself, create a presumption that the person failed to satisfy the standard of this paragraph E(2).

F. Determination That Standard Has Been Met. A determination that the standard of paragraph C or E has been satisfied may be made by a court or, except as stated in paragraph c(2) (second sentence), the determination may be made by:

1. the Board of Directors or a committee thereof, by a majority vote of a quorum consisting of directors of the corporation who were not parties to or otherwise involved in the action, suit or proceeding; or
2. independent legal counsel (appointed by a majority of the disinterested directors of the corporation, whether or not a quorum) in a written opinion; or
3. the shareholders of the corporation.

G. Proration. Anyone making a determination under

paragraph F may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate the amounts to be indemnified.

H. Advance Payment. The corporation may pay in advance any expenses (including attorneys' fees) which may become subject to indemnification under paragraphs A-G if the person receiving the payment undertakes in writing to repay the same if it is ultimately determined that he is not entitled to indemnification by the corporation under paragraphs A-G.

I. Nonexclusive. The indemnification and advancement of expenses provided by paragraphs A-H, or otherwise granted pursuant to New Jersey law, shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

J. Continuation. The indemnification and advance payment provided by paragraphs A-H shall continue as to a person who has ceased to hold a position named in paragraph A and shall inure to his heirs, executors and administrators.

K. Insurance. The corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in paragraph A, against any liability incurred by him in any such position, or arising out of his status as such, whether or not the Corporation would have power to indemnify him against such liability under paragraphs A-H of this Article SIXTH.

L. Savings Clause. If this Article SIXTH or any portion hereof shall be invalidated on any ground by any court

of competent jurisdiction, then the corporation shall nevertheless indemnify each director, officer, employee, and agent of the corporation as to costs, charges, and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including an action by or in the right of the corporation to the full extent permitted by any applicable portion of this Article SIXTH that shall not have been invalidated and to the full extent permitted by applicable law.

SEVENTH: The address of the corporation's initial registered office is 1 Maynard Drive, Park Ridge, New Jersey and the name of the corporation's initial registered agent at such address is John Donnellan.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The number of its directors shall not be less than three (3) nor more than twelve (12). Directors need not be stockholders. The names and post office addresses of the directors until the first annual meeting of the stockholders are:

<u>Names</u>	<u>Post Office Addresses</u>
Robert G. Maynard	1 Maynard Drive, Park Ridge, N.J. 07656
Lawrence D. Maynard	1 Maynard Drive, Park Ridge, N.J. 07656
Sarkis Soultanian	1 Maynard Drive, Park Ridge, N.J. 07656
Gerald I. Lustig	1 Maynard Drive, Park Ridge, N.J. 07656
Marvin Lauterbach	1 Maynard Drive, Park Ridge, N.J. 07656

TENTH: The name and address of the incorporator is: Peter G. Santa, Esq., 25 East Salem Street, Hackensack, New Jersey 07601.

IN WITNESS WHEREOF, I have made, signed and acknowledged this certificate, this 11 day of December, 1987.

PETER G. BANTA

STATE OF NEW JERSEY)  
COUNTY OF BERGEN ) SS.:

On this 11 day of December, 1987, before me personally came Peter G. Banta, to me known, and known to me to be the person described in and who executed the foregoing certificate, and he duly acknowledged to me that he had executed the same.

Thomas L. Banta  
A Notary Public of the  
State of New Jersey



**BY-LAWS**  
**OF**  
**NATIONAL UTILITY SERVICE, INC.**  
**(adopted September 18, 1998)**

**ARTICLE I.**

**OFFICES**

**Section 1.01 Registered Office and Agent.** The registered office of National Utility Service, Inc. (hereinafter referred to as the "Corporation") in the State of New Jersey shall be 1 Maynard Drive, Park Ridge, New Jersey 07656. The registered agent of the Corporation at that office is Gary J. Soultanian.

**Section 1.02 Principal Place of Business.** The principal place of business of the Corporation is located at 1 Maynard Drive, Park Ridge, New Jersey 07656.

**Section 1.03 Other Places of Business.** The Corporation may also have an office or offices at such other place or places, either within or without the State of New Jersey, as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE II.**

**MEETINGS OF SHAREHOLDERS**

**Section 2.01 Place of Meetings.** All meetings of shareholders shall be held at the principal business office of the Corporation or at whatever other place is designated by the Board of Directors and stated in the notice of the meeting.

**Section 2.02 Annual Meeting.** The annual meeting of shareholders of the Corporation for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at 10:00 a.m. on the first Monday of January of each year or at such other time as is fixed in the notice of the meeting. If the scheduled date for the meeting is a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. If for any reason any annual meeting shall not be held at the time herein specified, the directors shall cause the election to be held at a special meeting as soon thereafter as may be convenient. At such special meeting, the shareholders may elect the directors and transact other business with the same force and effect as at an annual meeting duly called and held.

**Section 2.03 Special Meetings.** Special meetings of the shareholders may be called for any purpose or purposes and at any time by a President whenever he deems it necessary or advisable. A special meeting of the shareholders shall be called by a President whenever so directed, in

writing, by a majority of the Board of Directors or whenever a majority of the holders of each class of capital stock entitled to vote at such meeting request, in writing, the same.

**Section 2.04 Notice of Meetings.** Written notice of the time, place and purposes of each shareholders' meetings shall be given to each shareholder entitled to vote at the meeting at least five (5) and not more than sixty (60) days before the date of the meeting. The notice may be given personally, by first class United States mail or by courier service, charges prepaid, by facsimile transmission, or any other reasonable means of delivery. The notice may be sent to the shareholder at his or her address appearing on the books of the Corporation or to any other business or residence address of the shareholder known to the Corporation. The notice shall be deemed given at the time it is delivered personally, delivered to the courier service, deposited in the United States mail, transmitted by facsimile (and there is no reason to believe it was not received), or delivered by any other method (provided that method is reasonably believed to be as timely and reliable as first class United States mail).

**Section 2.05 Record Date.** The Board of Directors shall fix in advance a record date for determination of shareholders entitled to notice of and to vote at any meeting of shareholders. The record date shall not be more than sixty (60) days nor less than ten (10) days before the date of the meeting.

**Section 2.06 Voting List.** The secretary or stock transfer agent or registrar of the Corporation shall prepare a complete list of the shareholders entitled to vote at each shareholders' meeting or any adjournment thereof. The list may consist of cards arranged alphabetically or any equipment which permits the visual display of the information required by this section. The list shall be:

- (a) arranged alphabetically within each class, series, or group of shareholders maintained by the Corporation for convenience of reference, with the address of and the number of shares held by, each shareholder;
- (b) produced (or available by means of a visual display) at the time and place of the meeting;
- (c) subject to the inspection of any shareholder for reasonable periods during the meeting; and
- (d) prima facie evidence as to who are the shareholders entitled to examine such list or to vote at any meeting.

**Section 2.07 Inspectors.** The Board of Directors may, in advance of any shareholders' meeting, appoint one or more inspectors to act at the meeting or any adjournment thereof. If the Board does not appoint an inspector or inspectors, the presiding officer at the shareholders' meeting may, and on the request of any shareholder entitled to vote at the meeting shall, appoint one or more persons to act in that capacity. Each inspector shall take and sign an oath to execute faithfully the duties of inspector at the meeting with strict impartiality and to the best of his or her ability. No person shall be elected a director at a meeting at which that person has served as an inspector.

Section 2.08 **Proxies.** Every shareholder entitled to vote at a shareholder meeting may authorize another person or persons to act for him or her by proxy. Every proxy shall be executed by the shareholder or his or her agent, but a proxy may be given by telegram, cable, or any other means of electronic communication that results in a writing. No proxy shall be valid after eleven months from the date of its execution unless a longer time is expressly provided therein. Unless a proxy is irrevocable as provided in Section 14A:5-19(3) of the New Jersey Business Corporations Act, a proxy shall be revocable at will. A proxy shall not be revoked by the death or incapacity of the shareholder, but the proxy shall continue in force until revoked by the personal representative or guardian of the shareholder. The presence at a meeting of any shareholder who has given a proxy shall not revoke the proxy unless the shareholder (i) files written notice of the revocation with the Secretary of the meeting prior to the voting of the proxy or (ii) votes the shares subject to the proxy by written ballot. A person named as proxy of a shareholder may, if the proxy so provides, substitute another person to act in his or her place, including any other person named as proxy in the same proxy. The substitution shall not be effective until an instrument effecting it is filed with the secretary of the meeting.

Section 2.09 **Quorum.** The presence in person or by proxy of the holders of shares entitled to cast a majority of the votes at the meeting shall constitute a quorum for the transaction of business. The shareholders present in person or by proxy at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. Less than a quorum may adjourn a meeting.

Section 2.10 **Voting Rights.** Each share of stock shall entitle the holder to the vote set forth in the Company's Certificate of Incorporation. In the election of directors, a plurality of votes cast shall be sufficient to elect. Any and all other actions shall be authorized by a majority of the votes cast except where the New Jersey Business Corporations Act requires a greater proportion of votes.

Section 2.11 **Officers of Meetings.** A president shall preside at all meetings of shareholders. In the absence of a president, the most senior vice president shall preside unless the board has provided for someone else to preside. The secretary shall act as secretary of all meetings of shareholders. In the absence of the secretary, any assistant secretary who is present shall act as secretary of the meeting. If no assistant secretary is present, the presiding officer shall designate a secretary of the meeting.

Section 2.12 **Action by Shareholders Without Meeting.** Any action required or permitted to be taken at an annual or special meeting of shareholders may be taken without a meeting provided all the holders of shares entitled to vote consent thereto in writing as provided in Section 14A:5-6 of the New Jersey Business Corporations Act.

### ARTICLE III.

#### BOARD OF DIRECTORS

Section 3.01 **Management Authority.** The business and affairs of the Corporation shall be managed under the direction of its Board of Directors (the Board), subject only to the limitations

imposed by law and by the Corporation's certificate of incorporation.

**Section 3.02 Number of Directors.** The Board shall consist of not less than two (2) and no more than ten (10) members, the actual number to be determined by the Board.

**Section 3.03 Qualification of Directors.** No person shall be eligible to be elected a director who is under the age of 21 or over the age of 65 on the date of the election. A director need not be a United States citizen, resident of the State or shareholder of the Company.

**Section 3.04 Term of Office.** Each Director shall hold office until the next annual meeting of shareholders and until the Director's successor shall have been elected and qualified.

**Section 3.05 Resignation.** Any Director may resign at any time by giving a written notice of resignation to the Corporation. The resignation shall be effective upon the receipt thereof by the Corporation or at such time specified in the notice of resignation.

**Section 3.06 Removal by Shareholders.** Any Director may be removed, for cause or without cause, by the affirmative vote of the majority of votes cast by the holders of shares entitled to vote for the election of directors.

**Section 3.07 Removal or Suspension by Board.** The Board shall have the power to (i) remove any Director for cause or (ii) to suspend any Director, pending a final determination that cause exists for removal, if the Board determines in its sole discretion there is a reasonable possibility that cause for removal may exist. The determination of whether cause exists shall be made by the Board in its sole discretion and shall not be set aside unless it is unreasonable, arbitrary, or capricious. Conduct constituting cause for removal includes, but is not limited to:

- (a) Repeated failure to attend meetings or to maintain a reasonable degree of familiarity with the business conducted by the Board;
- (b) Any conduct as a Board member or individually which is disloyal or contrary to the interests of the Corporation, such as seeking or obtaining an improper personal benefit on account of the Director's position, exploiting for personal benefit information obtained as a Director, or engaging in activities directly or indirectly in competition with the Corporation; or
- (c) Engaging in any action that is likely to result in embarrassment or ignominy to the Board or the Corporation.

**Section 3.08 Vacancies.** Any vacancy in the Board, however caused, may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board, or by a sole remaining Director. Each Director so elected shall hold office until the next succeeding annual meeting of the shareholders and until his successor shall have been elected and qualified. A vacancy in the Board shall be deemed to exist in the case of death, resignation or removal of any Director, or if the number of authorized Directors is increased. No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 3.09 **Place of Meeting.** All meetings of the Board shall be held at the principal business office of the Corporation or at such place or places as the Board may from time to time determine.

Section 3.10 **Use of Communications Equipment.** If the Board determines it to be appropriate, any Director may participate in a meeting of the Board by means of conference telephone or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 3.11 **Regular Meetings.** Regular meetings of the Board shall be held at such times as the Board by resolution shall determine. A regular meeting of the Board shall be held without notice.

Section 3.12 **Special Meetings.** A special meeting of the Board may be called for any purpose at any time by a President or any two (2) Directors. The meeting shall be held upon not less than three (3) days notice provided such notice is given in person or by telephone, facsimile transmission or overnight courier delivery service, or upon not less than five (5) days notice if delivered by depositing such notice in the United States Mail, first class postage prepaid. Notice shall be deemed given at the time it is given orally, the facsimile transmission is originated (and there is no reason to believe it was not received), it is delivered to the overnight courier service, or it is deposited in the United States Mail. The notice shall specify the time and place, and may, but need not, specify the purposes, of the meeting.

Section 3.13 **Waivers of Notice.** Notice of any meeting of the Board need not be given to any Director who signs a waiver of notice, whether before or after the meeting. The attendance of any Director without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by him.

Section 3.14 **Quorum.** The presence at a meeting of a majority of the Directors of the entire Board shall constitute a quorum for the transaction of business.

Section 3.15 **Voting.** Each Director shall have one vote at meetings of the Board, unless otherwise specified in the Corporation's Certificate of Incorporation.

Section 3.16 **Votes Required.** Any action approved by a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.17 **Presiding Officer.** The Chairman of the Board shall preside at all meetings of the Board at which he or she is present. In the absence of the Chairman, a President shall preside. The Secretary or, in the absence of the Secretary, an Assistant Secretary, shall record the minutes of the meeting. If neither of them is present, the presiding officer shall designate a secretary to record the minutes of the meeting.

Section 3.18 **Adjournment.** Any meeting of the Board at which a quorum is present may be adjourned to meet again at a time and place specified by the Board when it adjourns the meeting. No notice of the time and place of the adjourned meeting need be given if it is to be held within three days of the date fixed for the adjourned meeting.

**Section 3.19 Action Without Meeting.** Any action required or permitted to be taken by the Board by law, the certificate of incorporation, or these By-Laws may be taken without a meeting, if prior or subsequent to the action, each member of the Board consents in writing to the action. A consent may be given by cable or telegram or by facsimile. Each written consent shall be filed with the minutes of the proceedings of the Board. Action by the Board by written consent shall have the same force and effect as a unanimous vote of the Directors for all purposes. Any certificate or other document which relates to actions taken by consent may state that the action was taken by unanimous written consent of the Board of Directors without a meeting.

**Section 3.20 Expenses and Compensation of Directors.** The Directors of the Board may receive compensation for their service as Directors, and reimbursement for reasonable expenses incurred in connection with attending meetings of the Board or committee meetings as determined from time to time by the Board by resolution.

#### **ARTICLE IV.**

##### **COMMITTEES**

**Section 4.01 Establishment of Committees; Executive Committee.** The Board may, by resolution adopted by a majority of the entire Board, designate from among its members an Executive Committee and one or more other additional committees, each of which shall consist of two (2) or more persons. Subject to the limitations contained in Section 4.07, the Executive Committee shall have and may exercise all of the authority of the Board. Each other committee shall have whatever authority, not exceeding the authority of the Executive Committee, as is specifically provided by the Board. Each committee that is delegated the power to act on behalf of the Corporation (a Board Committee) shall consist exclusively of Directors. A majority of the members of each other committee (Advisory Committees) shall be Directors. The other members may be officers or other employees of the Corporation or other persons who have experience, expertise, or a special background of value to the areas of responsibility of the committee.

**Section 4.02 Vacancies.** Vacancies occurring from time to time in the membership of any committee may be filled by the Board for the unexpired term of the member whose death, resignation, removal or disability causes the vacancy, and shall be so filled if as the result of the vacancy, there shall be less than two (2) Directors on the committee, or, in the case of the Executive Committee, if the Chairman of the Board shall be the person whose death, resignation, removal, or disability causes the vacancy.

**Section 4.03 Meetings.** Each committee shall adopt its own rules of procedure and shall meet at whatever times it may determine and shall also meet whenever a meeting is called by the Chairman of the committee. Members of committees may attend meetings through the medium of communications equipment (in the same manner as may members of the Board), and any committee may act by unanimous written consent in lieu of a meeting (in the same manner as may the board).

**Section 4.04 Notice of Meetings.** If the committee establishes regular meeting dates, it shall not be necessary to give notice of a regular meeting. Notice of every special meeting shall be

given in the manner and within the time periods specified in these by-laws with respect to notices of special meetings of the Board. Notice of any special meeting may be waived in writing by all the absent members of the committee either before or after the meeting.

**Section 4.05 Quorum.** A quorum at any meeting of a committee shall be the presence of a majority of the members of the entire committee. In the case of the Executive Committee, however, a quorum shall be not less than two (2) members. Every act or decision done or made by a majority of the Directors present at a committee meeting duly held at which a quorum is present shall be regarded as the act of the committee.

**Section 4.06 Reports.** Actions taken at a meeting of any committee shall be reported to the Board at its next meeting following the committee meeting, except that when the meeting of the board is held within two days after the committee meeting, the report shall, if not made at the first meeting, be made to the board at the second meeting following the committee meeting.

**Section 4.07 Limitations of Powers.** No committee of the Board shall have authority to do any of the following:

- (a) make, alter or repeal any by-law of the corporation;
- (b) elect or remove any director, or remove any officer who may be elected or appointed only by the board;
- (c) submit to shareholders any action that requires shareholders' approval;
- (d) amend or repeal any resolution theretofore adopted by the board which, by its terms, is amendable or repealable only by the board;
- (e) fix the compensation of any officer who is a member of the committee for serving as an officer of the Corporation.

**Section 4.08 Powers of the Board.** The Board shall have the power to

- (a) fill any vacancy in any committee;
- (b) appoint one or more directors to serve as alternate members of any committee to act in the absence or disability of any member of that committee with all the powers of the absent or disabled members;
- (c) abolish any committee at its pleasure; and
- (d) remove any director from membership on any committee at any time, with or without cause.

## ARTICLE V.

### OFFICERS

**Section 5.01 Officers Enumerated.** The Board shall elect a Chairman of the Board, one or more Presidents, one or more Vice Presidents, including Executive, Senior and Assistant Vice Presidents, a Treasurer, and a Secretary. Any two or more offices may be held by the same person. The Chairman of the Board and each President shall be a Director.

**Section 5.02 Additional Officers.** The Board may from time to time elect any other officers it deems necessary, who shall hold their offices for the terms and have the powers and perform the duties that shall be prescribed from time to time by the Board.

**Section 5.03 Election and Term of Office.** Each officer shall hold office until the next annual election of officers, and until his or her successor has been elected and has qualified, unless he or she is earlier removed. All officers of the Corporation shall hold office at the pleasure of the Board.

**Section 5.04 Vacancies.** Any vacancy in any office may be filled by the Board.

**Section 5.05 Removal and Resignation.** Any officer may be removed, either with or without cause, by the Board or by any officer upon whom the power of removal has been conferred by the Board. Removal of an officer shall be without prejudice to the officer's contract rights, if any. Election or appointment of an officer shall not of itself create contract rights. Any officer may resign at any time by giving written notice to the Board or to a President. A resignation shall take effect on the date of the receipt of the notice thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

**Section 5.06 Powers and Duties.** The officers shall each have such authority and perform such duties in the management of the Corporation as from time to time may be prescribed by the board and as may be delegated by the chairman or president. Without limiting the foregoing, the following officers shall have the following authority:

- (a) President. A President shall, subject only to the direction and control of the Board and Executive Committee, have general charge and supervision over and responsibility for the business and affairs of the Corporation and the authority to instruct, direct, and control its other officers, employees, and agents. A President may enter into and execute in the name of the corporation, contracts or other instruments in the regular course of business or contracts or other instruments not in the regular course of business that are authorized, either generally or specifically, by the Board. In no event shall a contract or other



obligation be deemed to be in the regular course of business if it obligates the corporation to expend a sum, or provide services or goods of a value, that exceeds \$250,000.00. A President shall have the power to appoint, fix the compensation of and suspend or remove all employees of the corporation, including officers. The appointment, suspension, removal and fixing the compensation of officers by a President shall be subject to whatever guidelines are adopted from time to time by the Board. A President shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be prescribed by the Board.

(b) Chairman of the Board. The Board in its discretion may choose from among its members a Chairman (the "Chairman of the Board"). The general powers and duties of the Chairman of the Board shall be to preside and manage all regular and special meetings of the Board and be a member of each and every committee established by the Board.

(d) Vice Presidents. Each vice president shall perform the duties that may, from time to time, be assigned to him or her by a President, or the Board. Vice presidents shall report and be subject to the supervision of a President in the performance of their duties unless otherwise specified by the Board. In the absence of a President or in the event of the death, inability, or refusal to act by any President, the vice presidents in the order designated at the time of their election by the Board (or in the absence of any designation, then in the order of seniority) shall perform the duties of the President. For these purposes, an Executive Vice President shall be deemed senior to all other vice presidents.

(e) Secretary. The secretary, or any assistant secretary, shall cause notices of all meetings to be served as prescribed in these by-laws and shall keep the minutes of all meetings and written consents of the shareholders and Board. The secretary shall have charge of the seal of the Corporation and shall perform whatever other duties and possess whatever other powers as are incident to the office or as are assigned by a President, or the Board.

(f) Treasurer. The treasurer shall have custody of the funds and securities of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The treasurer shall account to a President, or the Board, whenever they may require, concerning the treasurer's transactions and concerning the financial condition of the Corporation. The treasurer shall perform the duties and possess whatever other powers are incident to the office or are assigned by a President, or the Board.

## ARTICLE VI.

### CAPITAL STOCK AND OTHER SECURITIES

Section 6.01 **Issuance of Stock and Stock Certificates.** All certificates representing shares of the capital stock of the Corporation shall be in a form consistent with the Certificate of

Incorporation, these By-Laws and Section 14A:7-11 of the New Jersey Business Corporation Act. All certificates of capital stock of the Corporation shall be signed by the Chairman of the Board or a President and countersigned by the secretary, any assistant secretary, the treasurer or any assistant treasurer. There shall be entered upon the stock book of the Corporation at the time of issuance of each share of capital stock in the Corporation the number of certificates issued, the name and address of the persons owning the shares represented thereby, the number of such shares and the date of issuance thereof. Every certificate exchanged or returned to the Corporation shall be marked "cancelled" with the date of cancellation. The certificates may, but need not, be sealed with the seal of the Corporation, or a facsimile of the seal.

**Section 6.02 Stock Record Book.** The stock record book and the blank stock certificate book shall be kept by the secretary of the Corporation or any officer or agent designated by the Board.

**Section 6.03 Address of Shareholders.** Each shareholder shall designate to the secretary of the Corporation an address at which notice of meetings and all other corporate notices may be served, delivered or mailed, and if any shareholder shall fail to designate such address, all corporate notices may be served upon him at his last know post office address.

**Section 6.04 Transfer of Securities.** Transfers of shares of the capital stock of the Corporation shall be made on the books of the Corporation by the holder of record thereof or by that person's attorney thereunto duly authorized by a power of attorney duly executed in writing and filed with the secretary of the Corporation or with a transfer agent and on surrender of the certificates representing such shares. Notwithstanding anything to the contrary contained in these By-laws, the Corporation shall not be required or permitted to make any transfer of shares of the Corporation which would violate the terms or provisions of any valid and enforceable agreement restricting the transfer of shares of the Corporation to which the Corporation is a party.

**Section 6.05 Lost, Stolen and Destroyed Certificates.** The holder of any shares of the Corporation shall immediately notify the secretary of the Corporation of any loss, destruction or mutilation of the certificate thereof, and the Board, in its discretion, may cause to be issued to him/her a new certificate or certificates of stock upon surrender of the mutilated certificate or, in the case of loss or destruction of the certificate, upon satisfactory proof of such loss or destruction, and the Board, in its discretion, may require the owner of the lost or destroyed certificate or his legal representative to provide the Corporation a bond, in such sum (not exceeding 1.5 times the value of such shares) with such surety or sureties as it may direct, to indemnify the Corporation against any claim that may be made against it on account of the alleged loss or destruction of any such certificate.

**Section 6.06 Record Date for Dividends or Rights.** The Board may fix a record date in advance of which shares of stock shall be held of record to entitle a shareholder to the payment of any dividend, to the allotment of rights, or to exercise rights in respect to any change, conversion or exchange of capital stock of the Corporation. The record date shall not be more

than sixty (60) days or less than ten (10) days preceding the date of the dividend payment, or the allotment of rights, or the date when the change, conversion or exchange of capital stock shall take effect. Only shareholders of record on the record date shall be entitled to receive or exercise the rights or benefits when they shall accrue, notwithstanding any transfer of any stock on the books of the Corporation subsequent to the record date.

**Section 6.07 Issuance of Shares.** Shares of the capital stock of the Corporation which have been authorized but not issued may be sold or issued from time to time for such consideration as may be determined by the Board.

## **ARTICLE VII.**

### **DIVIDENDS AND FINANCE**

**Section 7.01 Dividends.** The Board from time to time, in its discretion, may fix and vary the amount of the working capital of the Corporation and determine what, if any, dividends shall be declared and paid to the shareholders out of surplus of the Corporation. The Board, in its discretion, may use and apply any such surplus in purchasing or acquiring any of the shares of the Corporation in accordance with the law or any bond, debentures, securities or other obligations, or from time to time may set aside from such surplus such sum or sums as it, in its absolute discretion, may deem proper as a reserve fund to meet contingencies or for any other purpose it may deem conducive to the best interest of the Corporation.

**Section 7.02 Fiscal Year.** The Fiscal year of the Corporation shall end on the last day of December in each year and shall begin on the next succeeding day, or shall be for such other period as the Board may from time to time designate by resolution.

## **ARTICLE VII**

### **CORPORATE SEAL**

**Section 7.03 Corporate Seal.** The Corporation shall have a corporate seal which shall have inscribed thereon the name of the Corporation and the words or figures denoting its organization under the laws of the State of New Jersey and the year thereof, and otherwise shall be in such form as shall be approved from time to time by the Board.

## **ARTICLE VIII.**

### **AMENDMENTS**

**Section 8.01 Amendment.** All By-Laws of the Corporation shall be subject to amendment, alteration, or repeal and new By-Laws not inconsistent with any provision of the Certificate of Incorporation of the Corporation or any provision of the law of the State of New Jersey may be

made, by the shareholders or by the Board, except as otherwise provided by the New Jersey Business Corporation Act. Any By-Law adopted, amended or repealed by the shareholders may be amended or repealed by the Board, unless the resolution of the shareholders adopting such By-Law expressly reserves the right to amend or repeal it to the shareholders.

## **ARTICLE IX.**

### **FORCE AND EFFECT**

**Section 9.01 Force and Effect.** These By-Laws are subject to the provisions of the New Jersey Business Corporation Act and the Certificate of Incorporation of the Corporation, as the same may be amended from time to time. If any provision in these By-Laws is inconsistent with an express provision of such Act or the Certificate of Incorporation, the provision of such Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

**Exhibit A-17 Secretary of State**

See Attached

Exhibit A-17



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/01/2012	201215300285	MISCELLANEOUS FILING (MIS)	.00	.00		.00	.00

**Receipt**

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

OHIO SECRETARY OF STATE  
180 EAST BROAD ST 16TH FLOOR  
COLUMBUS, OH 43147

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Jon Husted****1816832**

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

**NATIONAL UTILITY SERVICE, INC.**

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

Document(s)

**MISCELLANEOUS FILING**

Document No(s):

**201215300285**

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 1st day of June, A.D.  
2012.

Ohio Secretary of State



**Jon Husted**  
Ohio Secretary of State

180 East Broad Street, 16th Floor  
Columbus, Ohio 43215  
Tel: (877) 767-6446 Fax: (614) 644-0649  
[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)

**OHIO SECRETARY OF STATE CORRECTION STATEMENT**

May 31, 2012  
National Utility Service, Inc.  
Charter Number: 1816832

On November 5, 2008, National Utility Service, Inc. submitted an Application for a Foreign License to the office of the Ohio Secretary of State. The above license number was assigned. However, the license was incorrectly issued as a temporary license and therefore was cancelled on May 5, 2009. The entity submitted an application for a permanent license; therefore, the license should not have been cancelled.

Upon discovering this error, this office corrected the entity type to reflect that it is a permanent license and returned it to an active status.

## **Exhibit B-1 Jurisdictions of Operation**

In addition to Ohio, National Utility Service, Inc. d/b/a NUS Consulting Group ("NUS") is currently licensed as an electricity and/or natural gas broker, retail agent or aggregator in the following states or district:

Delaware – Electricity  
National Utility Service, Inc.  
PSC Docket No. 08-380  
Order No. 7497

District of Columbia - Electricity  
National Utility Service, Inc.  
Order No. 15145

Illinois – Electricity  
National Utility Service, Inc.  
Dated Filed: October 28, 2009  
License #09-0471

Maine – Electricity  
National Utility Service, Inc.  
Docket Number 2006-748

Maryland – Electricity and Natural Gas  
National Utility Service, Inc.  
Date Filed: July 18, 2008  
Electricity #: IR-1401  
Natural Gas #: IR-1400

Massachusetts – Electricity and Natural Gas  
National Utility Service, Inc.  
License Number EB-093 (Electricity)  
License Number RA-029 (Natural Gas)

New Hampshire – Electricity and Natural Gas  
National Utility Service, Inc.  
License Number DM 16-532 (Electricity)  
License Number DM 16-533 (Natural Gas)

New Jersey – Electricity  
National Utility Service, Inc.  
Registration Number EA- 0128

Pennsylvania – Electricity  
National Utility Service, Inc.  
Date Filed: December 9, 2008  
License #A-2009-2084312

Rhode Island – Electricity  
National Utility Service, Inc.  
Docket Number D-96-6 (Y4)

Texas – Electricity  
National Utility Service, Inc.  
Certificate Number 80229



## Exhibit B-2 Experience & Plans

National Utility Service, Inc. d/b/a NUS Consulting Group (“NUS”) will offer its commercial and/or industrial customers, who maintain locations in the State of Ohio, assistance in the negotiation and re-negotiation of third-party electricity supply agreements. With the customer’s prior approval and upon NUS’ auditing and analyzing of the customer’s electricity load requirements, NUS will tender the customer’s load requirements to various licensed electricity marketers/competitive suppliers offering service in Ohio. Each marketer/competitive supplier will be expected to offer electricity pricing meeting each customer’s specific requirements and the customer may, in their sole discretion, select or decline any electricity marketer/competitive supplier or contract presented by NUS. NUS is expected to be compensated for its services through a “price adder” included on the electricity marketer/competitive supplier’s billing to the customer. Each NUS customer will be advised of the “price adder” prior to their execution of any electricity marketer/competitive supplier’s contract.

NUS will only be offering its service to commercial and/or industrial customers. NUS will not be offering its service to residential or small commercial customers. Further, NUS will not be collecting any fees and/or deposits from any of its customers for any broker service.

Although NUS has been providing its utility auditing services since 1933, NUS commenced its electricity and natural gas broker services for its customers in 2006. Currently, NUS provides the above broker service to its customers throughout the United States. NUS will not be collecting any deposits, prepayments or issue any billing statements to its customers for its broker services.

NUS has been providing broker services for its clients with electricity services located in the state of Ohio since be licensed to do so in 2009 without any complaints.

As a service organization each NUS customer is provided with the name, address and telephone number of an NUS service representative wherein the customer can register any question, comment, complaint or concern. Additionally, where applicable to its business operations, NUS will fully comply with the Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

## Exhibit B-3 Summary of Experience

National Utility Service, Inc. d/b/a NUS Consulting Group (“NUS”) offers its broker services to commercial and/or industrial customers. NUS provides assistance in the negotiation and re-negotiation of third-party natural gas and electricity supply agreements. With the customer’s prior approval and upon NUS’ auditing and analyzing of the customer’s natural gas requirements, NUS tenders the customer’s load requirements to various licensed natural gas marketers/competitive suppliers offering service in a deregulated area. Each marketer/competitive supplier is expected to offer natural gas pricing meeting each customer’s specific requirements and the customer may, in their sole discretion, select or decline any natural gas marketer/competitive supplier or contract presented by NUS. NUS is expected to be compensated for its services through a “price adder” included on the natural gas marketer/competitive supplier’s billing to the customer. Each NUS customer will be advised of the “price adder” prior to their execution of any natural gas marketer/competitive supplier’s contract.

NUS offers its broker service to commercial and/or industrial customers. NUS does **not** offer this service to small commercial or residential customers. Further, NUS does **not** collect any pre-payment fees and/or deposits from any of its customers for any broker service. NUS does **not** provide aggregation service to its customers **nor** does it aggregate any of its customers’ loads.

NUS is the world’s leader in the area of utility cost control currently having operations throughout Europe, Australia, Canada, South Africa and, of course, the United States. NUS currently has a customer base of approximately 15,000 throughout the world.

NUS only offers its broker service to commercial and industrial customers. We currently have approximately 1,500 customers in the United States. These customers are throughout the United States and we have auditing and broker experience throughout the country. We do not currently maintain any records regarding the volume of natural gas we have either audited or brokered.

We are currently licensed natural gas brokers in the state of Maryland, Massachusetts, and New Hampshire. We have licenses pending approval in Pennsylvania.

## **Exhibit B-4 Disclosure of Liabilities and Investigations**

National Utility Service, Inc. d/b/a NUS Consulting Group does **not** currently have **nor** has it ever had any rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact its financial or operational status or its ability to provide the services its is seeking to be certified to provide.

## **Exhibit C-1 Annual Reports**

N/A. National Utility Service, Inc. d/b/a NUS Consulting Group is a privately-held company **not** a publicly-held company and therefore does **not** issue Annual Reports. As such we do **not** believe that this section is applicable to us.

## **Exhibit C-2 SEC Filings**

N/A. National Utility Service, Inc. d/b/a NUS Consulting Group is a privately-held company **not** a publicly-held company and therefore is **not** required to submit 10-K/8-K filings with the Security Exchange Commission (SEC). As such we do **not** believe that this section of the application is applicable to us.

**Exhibit C-3 Financial Statements**

\*\*\* CONFIDENTIAL \*\*\* Financial Statements. (ATTACHED SEPERATELY)

## **Exhibit C-4 Financial Arrangements**

N/A. National Utility Service, Inc. d/b/a NUS Consulting Group (“NUS”) is an energy consulting company which provides assistance to its customers in seeking third-party electricity and natural gas contracts. NUS does **not** require any deposits, prepayments from, or submits/collects billings to, its customers for their electricity or natural gas usage. Accordingly, NUS has **no** current financial arrangements (*e.g.* guarantees, bank commitments, contractual arrangements, credit agreements, etc.) to conduct competitive retail natural gas service (CRES) as part of its business activities.

**Exhibit C-6 Credit Rating**

Please refer to Exhibit C-7



## **Exhibit C-8 Bankruptcy Information**

National Utility Service, Inc. d/b/a NUS Consulting Group (“NUS”) or its parent or affiliate organization have **not** filed any reorganizations, protection from creditors or any other form of bankruptcy filings in the most recent two (2) years. Additionally, **no** officer of NUS has filed any reorganizations, protection from creditors or any other form of bankruptcy filings in the in the most recent two (2) years.

## **Exhibit C-9 Merger Information**

National Utility Service, Inc. d/b/a NUS Consulting Group (“NUS”) has **not** undertaken any dissolution or merger or acquisition in the most recent two (2) years of this renewal application.

## **Exhibit C-10 Corporate Structure**

National Utility Service, Inc. d/b/a NUS Consulting Group (“NUS”) is a privately-held corporation with no subsidiaries or affiliates in North America that supply retail or wholesale electricity or natural gas to customers and does not have any concerns that aggregate customers.

NUS has one (1) subsidiary operating exclusively in Canada providing retail electricity and natural gas broker services.

## **Exhibit D-1 Operations**

National Utility Service, Inc. d/b/a NUS Consulting Group (“NUS”) is a privately-owned management consulting firm that provides business process solutions specializing in energy management and sustainability. We offer a full suite of energy management services including Invoice Processing and Payment Data Feed, Analysis & Optimization, Procurement & Risk Management, Budgeting & Tracking, Online Energy Data Management (NUSdirect), Carbon Monitoring, and Market Intelligence.

Today, NUS is an international consulting firm employing over 350 employees in 19 offices around the globe, managing over \$5 billion in energy expenditure per annum. Our clients represent a broad spectrum of industries including retail, manufacturing, healthcare, government agencies, chemical, technology, mining, hospitality, banking, transportation and financial services.

NUS is not a provider of any energy commodities to its customers and therefore does not collect any deposits or pre-payments as part of its services. Additionally, NUS does not issue billing statements to its customers for their natural gas and/or electric usage.

## **Exhibit D-2 Operations Expertise**

National Utility Service, Inc. d/b/a NUS Consulting Group (“NUS”) was founded in 1933 and for 86 years has been providing energy management solutions to its clients. Since our inception we estimate that NUS has saved its customers over two billions dollars through its analysis and optimization services. Moreover, since we commenced our broker services in 2006, we have successfully assisted our clients in negotiating nearly 2,000 electricity and natural gas third-party services saving them over \$10,000,000 on a per annum basis.

More information regarding our operations expertise can be found at our website [www.nusconsulting.com](http://www.nusconsulting.com).

Of course, with greater specificity, NUS will provide additional information for this Exhibit D-2.

## **Exhibit D-3 Key Technical Personnel**

Paul Hofmann  
Manager, Rates and Tariffs  
[phofmann@nusconsulting.com](mailto:phofmann@nusconsulting.com)  
(201) 391-4300 extension 141

## **EMPLOYMENT HISTORY**

### **Nus Consulting Group June 2000 – Present**

#### ***Tariff and Commodity Manager***

Manages the daily operations of the Tariff & Commodity Specialist Department. Facilitated the continuing issuance of new recommendations to NUS client base throughout the United States. Updated and maintained a nationwide rate and tariff library including information from all investor-owned utilities, cooperatives, municipalities, federal, state and local tax agencies and commissions. Responsibilities also included meeting with and evaluating proposals from electric and natural gas marketers and brokers, particularly third party supply arrangements.

### **Orange And Rockland Utilities, Inc. November 1981 – June 2000**

#### ***Supervisor of Pricing***

Responsible for the analysis, development, and implementation of unbundled/alternative pricing structures and tariffs to meet corporate and regulatory goals in the reregulated/competitive utility environment. Hire, train, and supervise Tariff Administrator and Pricing Specialists responsible for the physical and electronic maintenance of the Company tariffs as well as those of other companies. Responsible for the annual preparation of five-year corporate electric and gas revenue forecasts and reporting and analyzing monthly variances from actuals. Extensive interaction with regulators from New York, New Jersey, and Pennsylvania. Negotiate and administer contracts between the Company and other parties for substation and transmission service, flexible rate service, cogeneration service, etc. Responsible for the Company's fuel and gas cost adjustment mechanisms. Prepare testimony and exhibits for use in regulatory proceedings.

#### ***Pricing Supervisor***

Developed documentation for job requirements and designed special training programs. Provided extensive hands-on training for new hires. Consulted with Marketing and Management to ensure prices support Company objectives. Directed the development of fuel and gas cost adjustments and supporting data for monthly/annual filings and reports. Conducted studies to determine feasibility of modifications to the fuel and gas cost adjustment clauses. Interpreted Company and competitive tariff schedules. Administered contracts with customers and suppliers with respect to purchase, sale, or exchange of energy. Responsible for Departmental forecasting and budgeting. Maintained/upgraded computer resources.

#### ***Market Planning Administrator***

Developed Key Accounts Program. Researched and identified major customers, analyzed product usage, and requirements, and established primary liaisons for executive staff and field personnel to provide optimal servicing of accounts. Various Rate Department Duties.

## **EDUCATION**

Bachelor of Science Finance and Accounting – Fordham University 1981