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5-22-2019

Via USPS

Public Utilities Commission of Ohio  
Docketing Division  
180 East Broad Street, 13th Floor  
Columbus, OH 43215

**Re: CRNGS Renewal Application of South Bay Energy Corp. (Case Number 17-1326-GA-CRS)**

To Whom It May Concern:

Please find enclosed one original and three copies of South Bay Energy Corp.'s Competitive Retail Natural Gas Supplier Renewal Application.

We are asking for the following exhibits to be filed under seal:

- Exhibit C-3 Financial Statements

A separate public copy is attached. If you have any questions, or if I may provide you with additional information, please do not hesitate to contact me.

Respectfully,



**Stephen Mellis**  
President  
South Bay Energy Corp.

PUCO

2019 MAY 24 PM 12:16

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PUCO USE ONLY – Version 1.08		May 2016
Date Received	Renewal Certification Number	ORIGINAL CRS Case Number
		17 - 1326 - GA-CRS

## **RENEWAL CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS SUPPLIERS**

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 renew its certificate as: (check all that apply)**

☐ Retail Natural Gas Aggregator    ☐ Retail Natural Gas Broker    ☒ Retail Natural Gas Marketer

**A-2 Applicant information:**

Legal Name                      South Bay Energy Corp.  
Address                         700 Veterans Memorial Highway, #210, Hauppauge, NY 11788  
  
Telephone No.                (631) 724-9010                      Web site Address        www.southbayenergy.com  
Current PUCO Certificate No.        17-611G(1)                      Effective Dates        June 25, 2017 - June 25, 2019

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

Name                              South Bay Energy Corp.  
Address                         700 Veterans Memorial Highway, #210, Hauppauge, NY 11788  
  
Web site Address        www.southbayenergy.com                      Telephone No.        (631) 724-9010

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

South Bay Energy Corp.

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

Name                      Brittany Hirson                      Title        Operations Manager  
  
Business Address                      700 Veterans Memorial Highway, #210, Hauppauge, NY 11788  
  
Telephone No.        (631) 724-9010                      Fax No.        (631) 724-9011                      Email Address        brittany@southbayenergy.com

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

Name	Brittany Hirson	Title	Operations Manager
Business address	700 Veterans Memorial Highway, #210, Hauppauge, NY 11788		
Telephone No.	(631) 724-9010	Fax No.	(631) 724-9011
Email Address	brittany@southbayenergy.com		

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

Customer service address 700 Veterans Memorial Highway, #210, Hauppauge, NY 11788

**Toll-Free Telephone No.** (877) 724-9010      **Fax No.** (631) 724-9011      **Email Address** [steve@southbayenergy.com](mailto:steve@southbayenergy.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	Ralph Barker III	Title	Salesman
Business address	7809 Morse Rd., New Albany, OH 43054		
Telephone No.	614-832-8173	Fax No.	
		Email Address	tbarker@southbayenergy.com

**A-9 Applicant's federal employer identification number** 451760711

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

- [illegible]

**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 checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Dominion East Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Duke Energy Ohio	<input checked="" 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 checked="" 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 checked="" type="checkbox"/> Residential	Beginning Date of Service	6/1/2017	End Date	N/A
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	6/1/2017	End Date	N/A
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	6/1/2017	End Date	N/A
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	6/1/2017	End Date	N/A

☒ **Dominion East Ohio**

<input checked="" type="checkbox"/> Residential	Beginning Date of Service	6/1/2017	End Date	N/A
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	6/1/2017	End Date	N/A
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	6/1/2017	End Date	N/A
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	6/1/2017	End Date	N/A

☒ **Duke Energy Ohio**

<input checked="" type="checkbox"/> Residential	Beginning Date of Service	6/1/2017	End Date	N/A
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	6/1/2017	End Date	N/A
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	6/1/2017	End Date	N/A
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	6/1/2017	End Date	N/A

☒ **Vectren Energy Delivery of Ohio**

<input checked="" type="checkbox"/> Residential	Beginning Date of Service	6/1/2017	End Date	N/A
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	6/1/2017	End Date	N/A
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	6/1/2017	End Date	N/A
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	6/1/2017	End Date	N/A

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

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,"** provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto, *only if the contents of the originally filed documents changed since the initial application.*
- A-17 Exhibit A-17 "Secretary of State,"** provide evidence that the applicant is still 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 renewed certification (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 for which it is seeking renewed certification since applicant last filed for certification.

- 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 since applicant last filed for certification.

☒ 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 since applicant last filed for certification.

☒ 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 applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.  
(This is generally only applicable to publicly traded companies who publish annual reports.)
- C-2 Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If 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 conduct competitive retail natural gas service (CRNGS) as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.)

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

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

1. The applicant itself stating that it is investment grade rated by Moody's, Standard & Poor's or Fitch and provide evidence of rating from the rating agencies.
2. Have a parent company or third party that is investment grade rated by Moody's, Standard & Poor's or Fitch guarantee the financial obligations of the applicant to the LDU(s).
3. Have a parent company or third party that is not investment grade rated by Moody's, Standard & Poor's or Fitch but has substantial financial wherewithal in the opinion of the Staff reviewer to guarantee the financial obligations of the applicant to the LDU(s). The guarantor company's financials must be included in the application if the applicant is relying on this option.
4. Posting a Letter of Credit with the LDU(s) as the beneficiary.

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

**C-5 Exhibit C-5 "Forecasted Financial Statements,"** provide two years of forecasted income statements for the applicant's **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 Experion, Dun and Bradstreet, or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter “N/A” for Exhibit C-7.
- C-8 Exhibit C-8 “Bankruptcy Information,”** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.
- C-9 Exhibit C-9 “Merger Information,”** provide a statement describing any dissolution or merger or acquisition of the applicant within the two most recent years preceding the application.
- C-10 Exhibit C-10 “Corporate Structure,”** provide a description of the applicant’s corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate within the two most recent years preceding the application.

## 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. Please include whether the applicant’s operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.
- 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**

Stephen Mellis, President

Sworn and subscribed before me this

23rd

day of

May

Month

2019

Year

Signature of official administering oath

Print Name and Title

My commission expires on

5/24/20

**CAROL L. WILSON**  
Notary Public, State of New York  
No. 01W06109862  
Qualified in Suffolk County  
Commission Expires May 24, 2020





# The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service  
Affidavit Form  
(Version 1.07)

In the Matter of the Application of )

South Bay Energy Corp. )

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

Case No. 17 - 1326 -GA-CRS

County of Suffolk  
State of NY

Stephen Mellis

[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

Stephen Mellis, president  
Sworn and subscribed before me this

23rd

day of

May

Month

2019

Year

Signature of Official Administering Oath

CAROL L. WILSON

Print Name and Title

CAROL L. WILSON  
Notary Public, State of New York  
No. 01W06109882  
Qualified in Suffolk County  
Commission Expires May 24, 2020

My commission expires on

5/24/2020

(CRNGS Supplier Renewal) - Version 1.08

Page 8 of 8

**South Bay Energy Corp.**  
**CRNGS Renewal Application Exhibits**

Exhibit A-14	Principal Officers, Director & Partners
Exhibit A-15	Company History
Exhibit A-16	Articles of Incorporation and Bylaws
Exhibit A-17	Secretary of State
Exhibit B-1	Jurisdictions of Operation
Exhibit B-2	Experience & Plans
Exhibit B-3	Summary of Experience
Exhibit B-4	Disclosure of Liabilities and Investigations
Exhibit C-1	Annual Reports
Exhibit C-2	SEC Filings
Exhibit C-3	Financial Statements
Exhibit C-4	Financial Arrangements
Exhibit C-5	Forecasted Financial Statements
Exhibit C-6	Credit Rating
Exhibit C-7	Credit Report
Exhibit C-8	Bankruptcy Information
Exhibit C-9	Merger Information
Exhibit C-10	Corporate Structure
Exhibit D-1	Operations
Exhibit D-2	Operations Expertise
Exhibit D-3	Key Technical Personnel

**Exhibit A-14    Principal Officers, Director & Partners**

Name:            Brittany Hirson  
Title:            Operations Manager  
Address:        700 Veterans Memorial Highway, #210  
                     Hauppauge, NY 1178  
Phone:          (631) 724-9010  
Email:          brittany@southbayenergy.com

Name:            Stephen Mellis  
Title:            President  
Address:        700 Veterans Memorial Highway, #210  
                     Hauppauge, NY 1178  
Phone:          (631) 724-9010  
Email:          steve@southbayenergy.com

Name:            Greg Blume  
Title:            President  
Address:        700 Veterans Memorial Highway, #210  
                     Hauppauge, NY 1178  
Phone:          (631) 724-9010  
Email:          greg@southbayenergy.com



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

South Bay Energy Corp. was formed in April of 2011 under the laws of the state of New York as a Corporation. South Bay Energy Corp.'s principal business interest is being a Competitive Retail Electric Supplier (CRES) and Competitive Retail Natural Gas Supplier (CRNGS) to residential and commercial customers. South Bay Energy Corp. is currently operating as a power and gas supplier only in the states of New York, Pennsylvania, New Jersey, Illinois and Ohio.

Exhibit A-16 Articles of Incorporation and Bylaws

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: SOUTH BAY ENERGY CORP.

DOCUMENT TYPE: INCORPORATION (DOM. BUSINESS)

COUNTY: NASS

FILED: 04/06/2011 DURATION: PERPETUAL CASH#: 110406000893 FILM #: 110406000831

FILER:

EXIST DATE

LIPSKY BRESKY & LOWE LLP  
585 STEWART AVE STE 440

04/06/2011

GARDEN CITY, NY 11530

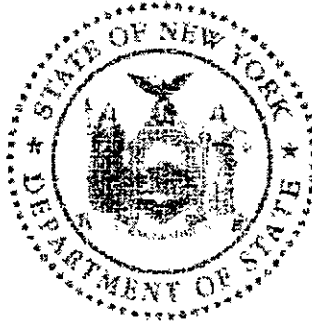
ADDRESS FOR PROCESS:

C/O LIPSKY BRESKY & LOWE, LLP  
ATTN: MICHAEL LOWE, ESQ.  
GARDEN CITY, NY 11530

585 STEWART AVENUE, SUITE 440

REGISTERED AGENT:

STOCK: 200 NPV



SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30 SERVICE CODE: 30 \*

FEEs	195.00
FILING	125.00
TAX	10.00
CERT	0.00
COPIES	10.00
HANDLING	50.00

PAYMENTS	195.00
CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	195.00
OPAL	0.00
REFUND	0.00

DOS-1025 (04/2007)

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: SOUTH BAY ENERGY CORP.

DOCUMENT TYPE: INCORPORATION (DOM. BUSINESS)

COUNTY: NASS

FILED: 04/06/2011 DURATION: PERPETUAL CASH#: 110406000893 FILM #: 110406000831

FILER:

EXIST DATE

LIPSKY BRESKY & LOWE LLP  
585 STEWART AVE STE 440

04/06/2011

GARDEN CITY, NY 11530

ADDRESS FOR PROCESS:

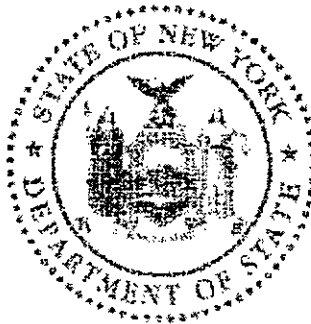
C/O LIPSKY BRESKY & LOWE, LLP  
ATTN: MICHAEL LOWE, ESQ.  
GARDEN CITY, NY 11530

585 STEWART AVENUE, SUITE 440

REGISTERED AGENT:

STOCK:

200 NPV



SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30

SERVICE CODE: 30 \*

FEEs	195.00
FILING	125.00
TAX	10.00
CERT	0.00
COPIES	10.00
HANDLING	50.00

PAYMENTS	195.00
CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	195.00
OPAL	0.00
REFUND	0.00

DOS-1025 (04/2007)

**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of  
the Department of State, at the City of  
Albany, on April 7, 2011:

A handwritten signature in dark ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

110406000 831

**CERTIFICATE OF INCORPORATION**

**OF**

**SOUTH BAY ENERGY CORP.**

**UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW  
OF THE STATE OF NEW YORK**

The undersigned, being the age of eighteen years or over, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York does hereby certify:

**FIRST:** The name of the corporation (hereinafter referred to as the  
"Corporation") shall be **SOUTH BAY ENERGY CORP.**

**SECOND:** The purposes for which the Corporation is to engage in  
any lawful act or activity for which a corporation may be organized under the  
Business Corporation Law, provided that the Corporation is not formed to engage in  
any act or activity which requires the consent or approval of any state official,  
department, board, agency or other body, without such consent or approval first  
being obtained.

**THIRD:** The office of the Corporation shall be located in the County of  
Nassau, State of New York.

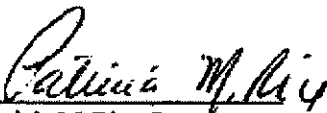
**FOURTH:** The aggregated number of shares which the Corporation  
shall have authority to issue is two hundred shares each without par value.

**FIFTH:** The Secretary of State is designated as the agent of the  
Corporation upon whom process against the Corporation may be served. The  
post office address to which the Secretary of State shall mail a copy of any process  
against the Corporation served upon him is: c/o Lipsky Bresky & Lowe, LLP, 585  
Stewart Avenue, Suite 440, Garden City, New York 11530, Attn: Michael Lowe, Esq.

SIXTH: No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity, provided that nothing contained in this Article shall eliminate or limit the liability of any director if a judgment or final adjudication adverse to him establishes that his act or omissions were in bad faith or involved intentional misconduct or a knowing violation of law to which he was not legally entitled or that his acts violated Section 719 of the New York Business Corporation Law.

SEVENTH: The corporation shall have the right to indemnify any and all directors and officers to the fullest extent of the New York Business Corporation Law.

IN WITNESS WHEREOF, the undersigned has signed this Certificate and does hereby affirm the statements contained therein as true under the penalty of perjury this 4<sup>th</sup> Day April 2011.



Patricia M. Rice, Incorporator

c/o Delaney Corporate Services, Ltd.  
99 Washington Avenue, Suite 805A  
Albany, NY 12210

110406000831

RECEIVED  
2011 APR -6 PM 1:01

CERTIFICATE OF INCORPORATION  
OF

SOUTH BAY ENERGY CORP.

UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW  
OF THE STATE OF NEW YORK

1 CC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

DRAWDOWN  
DELANEY-30

FILED APR 06 2011  
TAXES 1000  
BY: ICB

NASS

LIPSKY BRESKY & LOWE, LLP  
585 STEWART AVENUE, SUITE 440  
GARDEN CITY, NEW YORK 11530

2011 APR -6 PM 2:01

FILED

893

**RESOLUTIONS ADOPTED BY INCORPORATOR**

**OF**

**SOUTH BAY ENERGY CORP.**

The undersigned, being the sole Incorporator of the corporation hereby adopts the following resolutions:

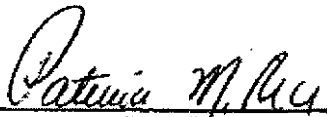
(1) **RESOLVED**, that a copy of the evidence of the Articles of Incorporation of the Corporation, together with the original receipt showing payment of the statutory organization tax and filing fee, be inserted in the Minute Book of the Corporation.

(2) **RESOLVED**, that the form of First By-Laws submitted to the meeting be, and the same hereby are, adopted as and for the By-Laws of the Corporation, and that a copy thereof be placed in the Minute Book of the Corporation, directly following the Certificate of Incorporation.

(3) **RESOLVED**, that the following persons be, and they hereby are, elected as Directors of the Corporation, to serve until the first annual meeting of shareholders, and until their successors are elected and qualify:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Dated: April 6, 2011**

  
\_\_\_\_\_  
Patricia M. Rice, Incorporator



# NYS Department of State

## Division of Corporations

### Entity Information

The information contained in this database is current through April 7, 2011.

Selected Entity Name: SOUTH BAY ENERGY CORP.

Selected Entity Status Information

Current Entity Name: SOUTH BAY ENERGY CORP.

Initial DOS Filing Date: APRIL 06, 2011

County: NASSAU

Jurisdiction: NEW YORK

Entity Type: DOMESTIC BUSINESS CORPORATION

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

C/O LIPSKY BRESKY & LOWE, LLP

ATTN:MICHAEL LOWE, ESQ.

585 STEWART AVENUE, SUITE 440

GARDEN CITY, NEW YORK, 11530

Registered Agent

NONE

This office does not record information regarding the names and addresses of officers, shareholders or directors of nonprofessional corporations except the chief executive officer, if provided, which would be listed above.

Professional corporations must include the name(s) and address(es) of the initial officers, directors, and shareholders in the initial certificate of incorporation, however this information is not recorded and only available by viewing the certificate.

### \*Stock Information

# of Shares Type of Stock \$ Value per Share

200 No Par Value

\*Stock information is applicable to domestic business corporations.

### Name History

Filing Date	Name Type	Entity Name
APR 06, 2011	Actual	SOUTH BAY ENERGY CORP.

A **Fictitious** name must be used when the **Actual** name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

NOTE: New York State does not issue organizational identification numbers.

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DATE	DOCUMENT ID	DESCRIPTION	FILING	OVER PAYMENT	EXPED	CERT	COPY
05/19/2017	201711704094	FOREIGN FOR PROFIT CORPORATION - LICENSE (FLP)	99.00	0.00	0.00	0.00	0.00

**Receipt**

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

SOUTH BAY ENERGY CORP.  
ATTN: STEPHEN MELLIS OR BRITTANY HIRSON  
700 VETERANS MEMORIAL HIGHWAY #210  
HAUPPAUGE, NY 11788

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**

**4030867**

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

**SOUTH BAY ENERGY CORP.**

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

Document(s)

**FOREIGN FOR PROFIT CORPORATION - LICENSE**

Effective Date: 05/18/2017

Document No(s):

**201711704094**

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



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  
19th day of May, A.D. 2017.

*Jon Husted*

Ohio Secretary of State

**Exhibit B-1      Jurisdictions of Operation**

South Bay Energy Corp. is licensed to provide retail electric and natural gas services in New York, Pennsylvania, New Jersey, Illinois and Ohio.

## **Exhibit B-2      Experience & Plans**

South Bay Energy Corp. currently operates as a retail natural gas supplier. Staff currently in-house can handle all aspects of the customer experience, and the company expects to hire and train a sufficient number of additional personnel to support anticipated growth, including sales, operations, and customer service managers.

South Bay Energy Corp. will use direct solicitation, internet, and mailings to contact and enroll potential customers. Customers' enrollment by means of direct solicitation, internet, and mailings will be conducted under the Commission rules Section 4901: 1-21-06. South Bay Energy Corp. has existing relationships with legal and regulatory partners who can assist in addressing customer inquiries or complaints.

Billing statements to the customer will be contracted to be sent directly to the customer by the incumbent EDU. South Bay Energy Corp. has contracted with EC Infosystems as an EDI provider and will be the primary means of exchanging billing information, between South Bay Energy Corp. and the incumbent EDU.

In addition, South Bay Energy Corp. has contracted with Gesncap, Inc. of New York, a consultancy with over 30 years of energy industry experience, to manage all wholesale business processes. Gesncap, Inc. is tasked with nomination and scheduling of retail natural gas for delivery, as well as managing all settlement data and hedging activities.

**Exhibit B-3      Summary of Experience**

South Bay Energy Corp. has successfully operated as a retail natural gas supplier in multiple states for multiple years. As mentioned in Exhibit B-2, South Bay Energy Corp. also still retains the services of Genscape, Inc., which has many years of assisting other suppliers of natural gas services in a variety of markets including Ohio. Please see the resumes in Exhibit D-2 for more information.

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

South Bay Energy Corp. does not have any existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact it's financial or operational status or ability to provide the services it is seeking to be certified to provide.

**Exhibit C-1      Annual Reports**

South Bay Energy Corp. is a privately-held corporation and does not issue annual reports to shareholders.



**Exhibit C-2      SEC Filings**

South Bay Energy Corp. is a privately-held corporation and is not required to file with the SEC.

**Exhibit C-3      Financial Statements**

*South Bay Energy Corp. has filed their financial statements confidentially under seal.*

Exhibit C-4 Financial Arrangements



139 East Fourth  
EM740  
Cincinnati, Ohio 45202

April 24, 2017

South Bay Energy has met the Electric Collateral obligations for Duke Energy Corporation as of April 24, 2017.

Tom Hunt  
Duke Energy Corp  
Certified Supplier Business Center  
[Tom.Hunt@Duke-Energy.com](mailto:Tom.Hunt@Duke-Energy.com)



# G-5 Forecasted Financial Statements

Gas:

South Bay Energy Corp. Projected Operating Results OH Only Business		Projected 6/30/2019	Projected 7/31/2019	Projected 8/31/2019	Projected 9/30/2019	Projected 10/31/2019	Projected 11/30/2019	Projected 12/31/2019	Projected 1/31/2020	Projected 2/28/2020	Projected 3/31/2020	Projected 4/30/2020	Projected 5/31/2020	Fiscal Year Ending 5/31/2020
	Mcf	340	313	294	197	731	2,182	3,327	4,539	3,429	3,168	1,264	427	
<b>Income Statement</b>														
Total Revenue	93.75	31,903	29,389	27,553	18,515	68,525	204,603	311,936	425,530	321,466	297,016	118,464	40,078	1,894,983
Cost of Sales	75.00	25,522	23,511	22,047	14,812	54,820	163,682	249,549	340,424	257,173	237,613	94,771	32,062	1,515,986
Gross Margin	18.75	6,381	5,878	5,512	3,703	13,705	40,921	62,387	85,106	64,293	59,403	23,693	8,016	378,997
<b>Operating Expenses</b>														
Consulting	0.50	170	157	147	99	365	1,091	1,664	2,269	1,714	1,584	632	214	10,107
Bank Fees	0.25	85	78	73	49	183	546	832	1,135	857	792	316	107	5,053
Legal & Accounting	1.00	340	313	294	197	731	2,182	3,327	4,539	3,429	3,168	1,264	427	20,213
Depreciation & Amortization	0.25	85	78	73	49	183	546	832	1,135	857	792	316	107	5,053
Software and EDI Fees	2.00	681	627	588	395	1,462	4,365	6,655	9,078	6,858	6,336	2,527	855	40,426
Marketing Expense Reimbursement	5.00	1,701	1,567	1,470	987	3,655	10,912	16,637	22,695	17,145	15,841	6,318	2,137	101,066
Office Expense	2.50	851	784	735	494	1,827	5,456	8,318	11,347	8,572	7,920	3,159	1,069	50,533
Interest Expense	2.25	766	705	661	444	1,645	4,910	7,486	10,213	7,715	7,128	2,843	962	45,480
Misc	1.00	340	313	294	197	731	2,182	3,327	4,539	3,429	3,168	1,264	427	20,213
Total Operating Expenses		5,019	4,624	4,336	2,913	10,781	32,191	49,078	66,950	50,577	46,731	18,638	6,306	298,144
Operating Margin		1,361	1,254	1,176	790	2,924	8,730	13,309	18,156	13,716	12,673	5,054	1,710	80,853
<b>Balance Sheet</b>														
	As Of	Projected 6/30/19	Projected 7/31/19	Projected 8/31/19	Projected 9/30/19	Projected 10/31/19	Projected 11/30/19	Projected 12/31/19	Projected 1/31/20	Projected 2/28/20	Projected 3/31/20	Projected 4/30/20	Projected 5/31/20	
<b>Assets</b>														
Cash		501,361	499,676	501,035	502,729	500,652	495,774	498,350	505,147	529,269	544,387	567,296	576,845	
Accounts Receivables		31,903	29,389	27,553	18,515	68,525	204,603	311,936	425,530	321,466	297,016	118,464	40,078	
PJM Deposits		19,142	17,633	16,535	11,109	41,115	122,762	187,162	255,318	192,880	178,210	71,078	24,047	
Total		0	552,406	546,698	545,129	532,353	610,292	823,139	997,447	1,185,995	1,043,614	1,019,613	756,838	640,963
<b>Liabilities and Stockholder Equity</b>														
Credit Facility		51,044	44,083	41,338	27,772	102,787	306,905	467,904	638,296	482,199	445,525	177,696	60,117	
Member's Capital		500,000	501,361	502,615	503,791	504,581	507,505	516,234	529,544	547,700	561,415	574,088	579,143	580,853
Total		500,000	552,406	546,698	545,129	532,353	610,292	823,139	997,447	1,185,995	1,043,614	1,019,613	756,838	640,963

South Bay Energy Corp. Projected Operating Results OH Only Business		Projected 6/30/20	Projected 7/31/20	Projected 8/31/20	Projected 9/30/20	Projected 10/31/2020	Projected 11/30/2020	Projected 12/31/2020	Projected 1/31/21	Projected 2/28/21	Projected 3/31/2021	Projected 4/30/2021	Projected 5/31/2021	Fiscal Year Ending 5/31/2021
		427	394	369	248	918	2,740	4,177	5,699	4,305	3,978	1,586	788	
<b>Income Statement</b>														
Sales	40,054	36,898	34,600	23,245	86,034	256,882	391,640	534,260	403,605	372,908	148,733	73,883		
Cost of Sales	32,043	29,518	27,680	18,596	68,827	205,506	313,312	427,408	322,884	298,327	118,986	59,107		
Gross Margin	8,011	7,380	6,920	4,649	17,207	51,376	78,328	106,852	80,721	74,582	29,747	14,777		
<b>Operating Expenses</b>														
Consulting	214	197	185	124	459	1,370	2,089	2,849	2,153	1,989	793	394	12,815	
Bank Fees	107	98	92	62	229	685	1,044	1,425	1,076	994	397	197	6,407	
Legal & Accounting	427	394	369	248	918	2,740	4,177	5,699	4,305	3,978	1,586	788	25,629	
Depreciation & Amortization	107	98	92	62	229	685	1,044	1,425	1,076	994	397	197	6,407	
Software and EDI Fees	854	787	738	496	1,835	5,480	8,355	11,398	8,610	7,955	3,173	1,576	51,259	
Marketing Expense Reimbursen	2,136	1,968	1,845	1,240	4,588	13,700	20,887	28,494	21,526	19,888	7,932	3,940	128,146	
Office Expense	1,068	984	923	620	2,294	6,850	10,444	14,247	10,763	9,944	3,966	1,970	64,073	
Interest Expense	961	886	830	558	2,065	6,165	9,399	12,822	9,687	8,950	3,570	1,773	57,666	
Misc	427	394	369	248	918	2,740	4,177	5,699	4,305	3,978	1,586	788	25,629	
Total Expenses	6,302	5,805	5,444	3,657	13,536	40,416	61,618	84,057	63,501	58,671	23,401	11,624	378,032	
Operating Margin	1,709	1,574	1,476	992	3,671	10,960	16,710	22,795	17,220	15,911	6,346	3,152	102,517	
<b>Assets</b>														
Cash	578,556	580,446	582,152	584,279	581,671	575,547	578,781	587,314	617,600	636,581	665,344	675,981		
Accounts Receivables	40,054	36,898	34,600	23,245	86,034	256,882	391,640	534,260	403,605	372,908	148,733	73,883		
PJM Deposits	24,033	22,139	20,760	13,947	51,620	154,129	234,984	320,556	242,163	223,745	89,240	44,330		
Total	642,643	639,483	637,513	621,472	719,325	986,558	1,205,405	1,442,130	1,263,368	1,233,234	903,317	794,194		
<b>Liabilities and Stockholder Equity</b>														
Credit Revolver	60,082	55,347	51,901	34,868	129,051	385,323	587,460	801,389	605,408	559,363	223,099	110,825		
Member's Capital	582,562	584,136	585,612	586,604	590,275	601,235	617,945	640,740	657,961	673,871	680,217	683,370		
Total	642,643	639,483	637,513	621,472	719,325	986,558	1,205,405	1,442,130	1,263,368	1,233,234	903,317	794,194		

**Exhibit C-6      Credit Rating**

South Bay Energy Corp. is a privately-held corporation that is not publicly-rated.

## Exhibit C-7 Credit Report

Intelliscore Plus and BPR - SOUTH BAY ENERGY CORP

Subcode: 885170

Ordered: 03/08/2019 09:32:17 CST

Transaction Number: C084800838

Search Inquiry: south bay energy/700 VETERANS HWY STE 210/HAUPPAUGE/NY/11788/US/Phone 631-724-9010/958930473

Model Description: Intelliscore Plus V2



### Intelliscore Plus <sup>SM</sup> and BPR

#### Identifying Information

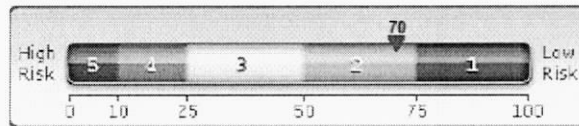
This information is the primary name and address for the business you inquired on. All data in this report pertains to the business.

**SOUTH BAY ENERGY CORP**  
700 VETERANS HWY STE 210  
HAUPPAUGE, NY 11788-2985  
(631) 724-9010

**Business Identification Number:** 958930473  
**Full Report Number:** FR-1084800838  
**Years on File:** 8 (FILE ESTABLISHED 05/2011)  
**SIC:** GAS SYSTEMS - 4932  
**Code:**

#### Commercial Model

**Current Intelliscore Plus Score: 70**



This score predicts the likelihood of serious credit delinquencies for this business within the next 12 months. Payment history and public record along with other variables are used to predict future risk. Higher scores indicate lower risk.

#### Factors lowering the score

- > NUMBER OF COMMERCIAL ACCOUNTS WITH NET 1-30 DAYS TERM
- > NBR OF ACTIVE COMMERCIAL ACCTS WITHIN THE LAST 12 MOS
- > NUMBER OF RECENTLY ACTIVE COMMERCIAL ACCOUNTS
- > BALANCE OF COMMERCIAL ACCOUNTS RECENTLY REPORTED

**Risk Class: 2**

**LOW - MEDIUM RISK**

The risk class groups scores by risk into ranges of similar performance. Range 5 is the highest risk, range 1 is the lowest risk.

#### Industry Risk Comparison

69% of businesses indicate a higher likelihood of severe delinquency.

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#### Business Information - SOUTH BAY ENERGY CORP

##### Business Credit Information

Current Days Beyond Terms (DBT):  
Monthly average DBT:  
Highest DBT previous 6 months:  
Highest DBT previous 5 quarters:  
Total continuous trades:  
Current continuous trade balance:  
Trade balance of all trades (3):  
Average balance previous 5 quarters:  
Highest credit amount extended:  
6 month balance range:

##### Business Legal Filings and Collections

0 Bankruptcy filings:  
0 Tax lien filings:  
0 Judgment filings:  
0 Total collections:  
1 Sum of legal filings:  
UCC filings: details (FILED 01/12-12/17)  
Cautionary UCC filings present?

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

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#### Trade Payment Information

Trade Payment Experiences (Trade Lines With an (*) after date are newly reported)						Account Status Days Beyond Terms					
Business Category	Date Reported	Last Sale	Payment Terms	Recent High Credit	Balance	Cur	1-30	31-60	61-90	91+	Comments

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## Trade Payment Totals

Trade Payment Experiences					Account Status Days Beyond Terms				
Type	Lines Reported	Recent High Credit	Balance	Cur	1-30	31-60	61-90	91+	Comments
Continuously Reported	1	\$0	\$0						DBT: 0
Newly Reported	0								DBT:
Trade Lines Totals	1	\$0	\$0						DBT: 0

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## Additional Payment Experiences

Trade Payment Experiences (Trade Lines With an (*) after date are newly reported)						Account Status Days Beyond Terms					
Business Category	Date Reported	Last Sale	Payment Terms	Recent High Credit	Balance	Cur	1-30	31-60	61-90	91+	Comments
BANK CARD	02/2019		REVOLVE	\$56,700	\$0						
CRED CARD	02/2019	01/2019	REVOLVE	\$500	\$300	100%					

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## UCC Profile

The UCC Filings are summarized and listed below

UCC Summary			Filings			
Date Range	Year	Cautionary UCCs **	Total Filed	Released / Termination	Continuous	Amended / Assigned
JAN - PRESENT	2019					
JUL - DEC	2018					
JAN - JUN	2018					
JUL - DEC	2017	1	1			
JAN - JUN	2017	2	2			4
PRIOR TO JAN	2017	3	3	1	2	5
Total		6	6	1	2	9

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

## UCC Filings

UCC AMENDED Date: 04/12/2018  
Filing Number: 201804125439050  
Original Filing Date: 01/03/2017  
Original Filing Number: 2017010350  
Original Filing State: NY  
Jurisdiction: SEC OF STATE NY  
Secured Party: STERLING NATIONAL BANK  
Collateral: UNDEFINED, HEREAFTER ACQUIRED PROP

UCC TERMINATED Date: 03/21/2018  
Filing Number: 201803218122500  
Original Filing Date: 08/24/2014  
Original Filing Number: 2014082482  
Original Filing State: NY  
Jurisdiction: SEC OF STATE NY  
Secured Party: SOUTH JERSEY ENERGY COMPANY NJ FOLSOM  
08037 1 S. JERSEY PLAZ  
Collateral:

UCC AMENDED Date: 12/08/2017  
Filing Number: 201712088475295  
Original Filing Date: 01/03/2017

UCC AMENDED Date: 04/12/2018  
Filing Number: 201804125439070  
Original Filing Date: 11/26/2012  
Original Filing Number: 2012112883  
Original Filing State: NY  
Jurisdiction: SEC OF STATE NY  
Secured Party: STERLING NATIONAL BANK  
Collateral: UNDEFINED, HEREAFTER ACQUIRED PROP

UCC FILED Date: 12/12/2017  
Filing Number: 201712128532343  
Jurisdiction: SEC OF STATE NY  
Secured Party: VECTREN ENERGY DELIVER OF OHIO, INC. IN  
EVANSVILLE 47708 ONE  
Collateral: UNDEFINED, ACCTS REC, HEREAFTER ACQUIRED PROP

UCC AMENDED Date: 12/08/2017  
Filing Number: 201712088475257  
Original Filing Date: 11/26/2012

Original Filing Number: 2017010350  
Original Filing State: NY  
Jurisdiction: SEC OF STATE NY  
Secured Party:  
Collateral: UNDEFINED, HEREAFTER ACQUIRED PROP

UCC AMENDED Date: 12/06/2017  
Filing Number: 201712066475726  
Original Filing Date: 11/26/2012  
Original Filing Number: 2012112663  
Original Filing State: NY  
Jurisdiction: SEC OF STATE NY  
Secured Party:  
Collateral: UNDEFINED, HEREAFTER ACQUIRED PROP

UCC AMENDED Date: 12/04/2017  
Filing Number: 201712048467220  
Original Filing Date: 01/03/2017  
Original Filing Number: 2017010350  
Original Filing State: NY  
Jurisdiction: SEC OF STATE NY  
Secured Party: STERLING NATIONAL BANK  
Collateral: UNDEFINED, HEREAFTER ACQUIRED PROP

[+ View Additional UCC Details](#)

Original Filing Number: 2012112663  
Original Filing State: NY  
Jurisdiction: SEC OF STATE NY  
Secured Party:  
Collateral: UNDEFINED, HEREAFTER ACQUIRED PROP

UCC AMENDED Date: 12/05/2017  
Filing Number: 201712056470774  
Original Filing Date: 11/26/2012  
Original Filing Number: 2012112663  
Original Filing State: NY  
Jurisdiction: SEC OF STATE NY  
Secured Party: STERLING NATIONAL BANK  
Collateral: UNDEFINED, HEREAFTER ACQUIRED PROP

UCC AMENDED Date: 11/15/2017  
Filing Number: 201711150557757  
Original Filing Date: 01/18/2017  
Original Filing Number: 2017011800  
Original Filing State: NY  
Jurisdiction: SEC OF STATE NY  
Secured Party: THE BROOKLYN UNION GAS COMPANY  
Collateral: UNDEFINED, HEREAFTER ACQUIRED PROP

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#### Company Background Information

##### Corporate Registration

THE FOLLOWING INFORMATION WAS PROVIDED BY THE STATE OF NEW YORK. THE DATA IS CURRENT AS OF 03/08/2019.

State of Origin: NY  
Current Status: Active  
Business Type: Profit  
Charter Number: 4076079

##### Additional Company Background Information

Key Personnel  
Principal STEPHEN MELLIS, CHAIRMAN  
(s):  
Operating Information  
Primary SIC Code: GAS SYSTEMS - 4932  
Secondary SIC Code: ENERGY MANAGEMENT SYSTEMS & PRODUC - 1711  
Additional SIC Code: 4925 - 5211  
Years in Business: 8  
Number of Employees: 16  
Sales: \$22,032,000

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CREDIT LIMIT: \_\_\_\_\_

TERMS: \_\_\_\_\_

COMMENTS: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

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End of report

1 of 1 report

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**Exhibit C-8      Bankruptcy Information**

South Bay Energy Corp. does not have any reorganizations, protection from creditors or any other form of bankruptcy filings made.

**Exhibit C-9      Merger Information**

South Bay Energy Corp. has no history of dissolution, merger or acquisition.

**Exhibit C-10     Corporate Structure**

South Bay Energy Corp. is a stand-alone entity with no affiliate or subsidiary companies.

**Exhibit D-1      Operations**

South Bay Energy Corp., in conjunction with its agents and consultants, will continue to perform all functions of a competitive natural gas supplier, including the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of ancillary services as well as other services used to supply natural gas to the natural gas company city gate for retail customers.

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

South Bay Energy Corp. has an unblemished record with the regulatory authorities in New York, Pennsylvania, New Jersey, Illinois and Ohio. South Bay Energy Corp. will continue to maintain the high standards of service in every market and jurisdiction where it serves customers. Please see Exhibit D-3 for the resumes illustrating South Bay Energy Corp.'s operations expertise.

**Exhibit D-3      Key Technical Personnel**

**STEPHEN MELLIS**

15 Jeanette Drive  
Massapequa, NY 11758  
(516) 541-9190

**South Bay Energy Corp.**

700 Veterans Memorial Highway  
Hauppauge, NY 11788  
631-724-9010  
4-6-11 to Present  
50% Owner of this New York Sub-S Corp.  
Partner = Greg Blume = 50% owner

Greg Blume and I incorporated SBEC on 4-6-11. SBEC operates as an Energy Service Company (ESCO). We are approved by the NY State Public Service Commission to sell natural gas and electricity. Our first day of operations was January 23, 2012.

**Metropolitan Energy Solutions Corp.**

700 Veterans Memorial Highway  
Hauppauge, NY 11788  
631-724-9010  
1-14-09 to Present  
50% Owner of this New York Sub-S Corp.  
Partner = Greg Blume = 50% owner

Greg Blume and I incorporated MESC on 1-14-09. MESC operated as a general agent for High Rise Energy llc., which is a NY State ESCO. Our agreement with High Rise ended in January, 2009. We collect a residual income on the accounts we generated for High Rise Energy.

**Long Island Home Mortgage Corp.**

700 Veterans Memorial Highway  
Hauppauge, NY 11788  
631-724-9010  
7-1-02 to 7-31-09  
50% Owner of this New York Sub-S Corp.  
Partner = Greg Blume = 50% owner 74 Cirrus Rd Holbrook, NY 11741 631-472-2498

Greg Blume and I incorporated LIHM on 11-13-2001. LIHM operated as a NY State mortgage brokerage. We started this company from the ground up and we both worked together on site as owner/operators. We solicited and originated residential mortgages.

**Guaranty Residential Lending (No longer in business)**

1393 Veterans Memorial Highway  
Hauppauge, NY 11788

12-99 to 6-30-2002 Left here to open up Long Island Home Mortgage  
Senior Loan Officer  
Immediate Supervisor: Mark Koehler - No longer there.

### **Island Federal Mortgage (No longer in business)**

11 Oval Drive - Suite #174

Islandia, NY 11722

4-99 to 12-99 left here for higher pay.

Loan Officer

Immediate Supervisor: Steven Baritz

Worked here for a short time while I was waiting for Old Kent (later acquired by Guaranty Residential) to open their office. My duties were solely to originate mortgage applications.

### **UC Lending (I believe now doing business as Aegis)**

82-17 153 Avenue - Suite 208

Howard Beach, NY 11414 (this office location closed)

4-97 to 4-99 left here for higher pay

Loan Officer

Supervisor: Normand Harnois Jr. - Phone # 800-201-4794 or 973-726-0747

This was my first position as a commissioned sales person.

### **Avco Financial Services (No longer in business)**

229 Jericho Turnpike

New Hyde Park, NY 11040

7-92 to 4-97 left here for higher pay

Branch Manager

Immediate Supervisor: Michael Dikdan - Phone # None

I started out as an account rep. and worked my way up to Branch Manager.

### **Hofstra University**

Full time grad student

9-91 to 5-92

Graduated with MBA with a major in Banking and Finance.

### **First Card Services, Inc. (now First USA)**

60 Charles Lindbergh Blvd

Uniondale, NY 11553

4-89 to 8-91 Left here to go to grad school full time.

Senior Collector

Immediate Supervisor: Barbara Slomin - Phone #888-469-5431

This was my first real job out of college. Here I worked as a credit card collector for a large bank.

Previous to First Card Services I was looking for work while doing various odd jobs after graduating from Hofstra University with my BBA (5-88).



**GREG STEPHEN BLUME**

74 Cirrus Road  
Holbrook, NY 11741  
(631) 472-2498

**South Bay Energy Corp.**

700 Veterans Memorial Highway  
Hauppauge, NY 11788  
631-724-9010  
4-6-11 to Present  
50% Owner of this New York Sub-S Corp.  
Partner = Stephen Mellis = 50% owner

Stephen Mellis and I incorporated SBEC on 4-6-11. SBEC operates as an Energy Service Company (ESCO). We are approved by the NY State Public Service Commission to sell natural gas. Our first day of operations will be January 23, 2012.

**Metropolitan Energy Solutions Corp.**

700 Veterans Memorial Highway  
Hauppauge, NY 11788  
631-724-9010  
1-14-09 to Present  
50% Owner of this New York Sub-S Corp.  
Partner = Stephen Mellis = 50% owner

Stephen Mellis and I incorporated MESC on 1-14-09. MESC operated as a general agent for High Rise Energy llc., which is a NY State ESCO. Our agreement with High Rise ended in January, 2009. We collect a residual income on the accounts we generated for High Rise Energy.

**Long Island Home Mortgage Corp.**

700 Veterans Memorial Highway  
Hauppauge, NY 11788  
631-724-9010  
7-1-02 to 7-31-09  
50% Owner of this New York Sub-S Corp.  
Partner = Stephen Mellis = 50% owner

Stephen Mellis and I incorporated LIHM on 11-13-2001. LIHM operated as a NY State mortgage brokerage. We started this company from the ground up and we both worked together on site as owner/operators. We solicited and originated residential mortgages..

**Guaranty Residential Lending (Formerly Old Kent Mortgage)**

1393 Veterans Memorial Highway  
Hauppauge, NY 11788  
9-99 to 6-30-2002 Left here to open up Long Island Home Mortgage  
Senior Loan Officer  
Immediate Supervisor: Mark Koehler - No longer there.

**Eden Mortgage Corp.**

100 Broadhollow Road  
Farmingdale, NY 11735  
6-99 to 9-99 left here for higher pay.  
Loan Officer  
Immediate Supervisor: Paul Eden - Phone # 631-753-2655

Worked here for a short time while waiting for Old Kent (Guaranty Residential Lending) to open their office. My duties were to originate mortgage applications. This was a small office where we originated and helped process our own files.

**UC Lending (I believe now doing business as Aegis)**

1377 Motor Parkway  
Hauppauge, NY 11788  
8-96 to 6-99 left here for higher pay  
Loan Officer  
Supervisor: Normand Harnois Jr. - Phone # 800-201-4794 or 973-726-0747

I worked here for almost 3 years as a loan officer. This was my first position as a commissioned sales person. UC Lending was a subprime lender, which mostly did refinances. This company generated business by using telemarketing leads, which were assigned to loan officers. I took applications over the phone and in person, went over disclosures and had them signed and then delivered to the processors. Worked closely with processors, appraisers, attorneys and title companies to ensure a smooth loan approval and closing process. Helped process my own files.

**TransAmerica**

149 S. Hill, H-350  
Los Angeles, CA 90015  
5-95 to 7-96 left here for higher pay  
Branch Manager  
Immediate Supervisor: Jeffrey Siegel - 631-382-7310

I started my mortgage and credit career here. I started out as an account rep. and worked my way up to Branch Manager. At this finance company, I handled the whole loan process from soliciting the customer, processing, closing, servicing and even handling collections and foreclosures. This is the company where I learned the entire mortgage process. I learned how to process the entire loan, from collecting paystubs and W2s to figure out income to clearing an entire title report. I also solicited customers for small personal loans, as well as, offered local stores financing for their customers through our sales finance programs. As branch manager, it was also my duties to recruit, hire and train new personnel.

## **JONATHAN SPIVAK**

[jon@gprenew.com](mailto:jon@gprenew.com)

212-255-8050 office

### **Recent Experience**

**Genscape, Inc.**  
**Managing Director**

**New York NY**  
**Apr 2011-Present**

- Structure and negotiate unique power hedging transactions for clientele.
- Daily load forecasting, bidding and scheduling for over 20 competitive retail electric suppliers in PJM, ISO-NE, and NYISO with over 3,000 MWh of average hourly load and spanning over ten states, with a combined customer book of ~1,000,000 residential and commercial customers.
- Forecast and maintain physical and financial power hedges in the forward market.
- Create daily, weekly, and monthly settlements reports in order to analyze costs to minimize risks.

**RBS Semptra Commodities**

**New York NY**

**Financial Risk Analyst**

**Nov 2009-Apr 2011**

- Maintained firm-wide official profit and loss, generating integral and time-sensitive company reports pivotal to all of risk management
- Prepare and maintain excel based reports using various data sources such as pricing, P&L, positions, VaR, stress etc. under rapidly changing requirements
- Verified and corrected in-house trades within various trading platforms, implemented process to verify and track explanations on trades generating substantial revenue, submitted external price reporting of physical basis and fixed natural gas trading activities on regular schedules
- Provide daily profit and loss explanations for physical and financial natural gas revenue

**Margin/Credit Analyst**

**Aug 2008–Nov 2009**

- Responsible for all margin activities including daily calls to over fifty counterparties, confirm settlements, and manage letter of credit activities.
- Primary contact for dispute resolution including exposure, interest rate and contract discrepancies
- Identify forward pricing issues via Excel pivot table analyses
- Generate ideas to improve the efficiency and accuracy of the Credit Management System
- Communicate daily cash flow and letter of credit movements through intraday reports.

### **Education**

Bucknell University  
*Bachelor of Arts, Major in Economics & Minor in Political Science*

Lewisburg PA  
2005

Dean's List

## ALEXANDRE BALDASSANO

[alex@gprenew.com](mailto:alex@gprenew.com)  
212-255-8050 office

### EXPERIENCE

**Genscape, Inc.**  
**Managing Director**

**New York NY**  
**Nov 2010-Present**

- Analyze federal and regional renewable energy and environmental policy
- Create and market compliance and voluntary environmental credit products
- Expand renewable generation project pipeline
- Analyze state Renewable Portfolio Standard market fundamentals
- Develop spot and futures environmental credit trading strategies for managed accounts and proprietary portfolios
- Hourly power demand bidding/scheduling within the PJM and ISO-NE wholesale markets
- Origination of long-term wholesale power/REC contracts (PJM, ISO-NE, NYISO)
- Client advisory concerning profit/loss of new wholesale market entry (ISO Level, State, Utility)

**Natsource Asset Management LLC**

**New York NY**

**Contract Manager**

**Oct 2009-Oct 2010**

- Manage all worldwide institutional relationships for \$500mm carbon commodity fund
- Compose monthly and quarterly investor reports for all hedge funds, managed accounts, and commodity funds
- Supervise ongoing contractual commitments between institutional investors, investment manager, and underlying investment

**Operations, Sales, and Risk Associate**

**Apr 2008-Oct 2009**

- Determined end of month beta exposures and asset allocation breakdowns for all portfolios
- Acted as a liaison between existing and potential investors, and the Director of Marketing and Sales
- Researched and grew marketing distribution channels for the Director of Marketing and Sales
- Analyzed and communicated daily carbon and FX beta exposure for largest fund directly to Senior Management
- Identified and rectified daily trade and cash reconciliations while acting as liaison between the trading desk and prime brokerage

### Education

Fordham University Graduate School of Business  
*Master of Business Administration, Finance & Marketing concentration*

**New York NY**  
**2013**

Haverford College  
*Bachelor of Arts, Economics*

**Haverford PA**  
**2003**

Temple University  
*General Coursework*

**Rome, Italy**  
**Aug 2001-Dec 2001**

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## JAMES W. GALE

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245 East 84<sup>th</sup> St. ~ Apartment 19B ~ New York, NY 10028 ~ 1.646.537.5535 ~ [jgale76@gmail.com](mailto:jgale76@gmail.com)

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### DIRECTOR, NATURAL GAS GENSCAPE, INC.

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Natural Gas trader with detailed experience in the financial and physical natural gas markets. Managed multiple risk exposures concurrently using a variety of trading tools. Understands detailed nuances of logistics involving the physical business. Consummate team player with excellent verbal and written communication skills.

## EXPERIENCE

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### SEMPRA ENERGY TRADING CORPORATION - Stamford, CT

Oct 2000 - Mar 2011

#### AVP NatGas Pipe Options Trader

Oct 2007 – Mar 2011

- Manage delta, gamma, theta, and vega risk in book putting on these risks based on extensive market research.
- Entered into fixed-price location options, basis options, Index Gas Daily options and fixed price Gas Daily options using comprehensive knowledge of physical markets. Hedged these positions using futures, swaps, and NYMEX options.
- Developed option strategies for producers and end users to help them hedge.
- Set marks for all domestic location option markets.

#### AVP NatGas Scheduler – West Region

June 2004 – Oct 2007

- Primary daily and imbalance trader of multiple locations and scheduled on every pipeline system in the west.
- Collaborated with senior traders to maximize storage facility injection and withdrawal opportunities against future markets.
- Optimized firm and interruptible transportation on multiple pipelines during trading window to maximize profits.
- Managed delivery requirements and tracked actual usage for dozens of end users, keeping them within pipeline tolerances.
- Executed decisions at plants, storage facilities, and on pipelines to mitigate OFO situations.

#### Natural Gas Analyst

Apr 2003 – June 2004

- Verified domestic natural gas forward curves and balance of month marks reflecting current market value.
- Collaborated with brokers to acquire market rundowns used to double check all marks entered into internal system.
- Engaged traders and clerks to understand all complicated deals and positions in books.
- Communicated with credit and risk management about any pending issues.

#### Futures Reconciliation

Feb 2002 – Apr 2003

- Reconciled all exchange-traded futures and options using multiple clearing houses, NYMEX floor brokers, and traders for SET companies world wide.
- Verified company future positions were within NYMEX position limits approaching expiry and communicated directly with the NYMEX to request exemptions when necessary for all exchange traded products.

#### Forward Prices

Oct 2000 – Feb 2002

- Submitted correct entry of all marked-to-market and index prices into relevant accounting systems.
- Collaborated with systems dept. to create a more efficient and accurate procedure to enter information into the database.

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## EDUCATION

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**FAIRFIELD UNIVERSITY** - Fairfield, CT August 1999  
Bachelor of Science in Mathematics, Minor in Physics

Awarded Fairfield University Presidential Scholarship  
Member of Fairfield University Honors Program  
Four Year Division I Varsity Baseball Team