

FILE



**Public Utilities
Commission**

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Date Received	Case Number	Version
	19 - 1299-EL-AGG	May 2016

INITIAL CERTIFICATION APPLICATION FOR ELECTRIC AGGREGATORS/ POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-12 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 input information directly onto the form.
You may also download the form, by saving it to your local disk, for later use.

A. APPLICANT INFORMATION

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

☒ Power Broker ☒ Aggregator

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

Legal Name Fidelis United Energy Solutions
Address 300 Delaware Avenue, Suite 210-A, Wilmington, DE 19801
Telephone # (877) 988-4447 Web site address (if any) _____

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

Legal Name Fidelis United Energy Solutions
Address 300 Delaware Avenue, Suite 210-A, Wilmington, DE 19801
Telephone # (877) 988-4447 Web site address (if any) _____

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

Fidelis United Energy Solutions

A-5 Contact person for regulatory or emergency matters

Name Ryan Boucher
Title coo

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician A Date Processed 6/10/19

RECEIVED-DOCKETING DIV
2019 JUN 10 PM 3:59
PUCO

Business address 300 Delaware Avenue, Suite 210-A, Wilmington, DE 19801
Telephone # (877) 988-4447 Fax # (877) 988-4622
E-mail address rboucher@powerfues.com

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

Name Ryan Boucher
Title coo
Business address 300 Delaware Avenue, Suite 210-A, Wilmington, DE 19801
Telephone # (877) 988-4447 Fax # (877) 988-4622
E-mail address rboucher@powerfues.com

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

Customer Service address 300 Delaware Avenue, Suite 210-A, Wilmington, DE 19801
Toll-free Telephone # (877) 988-4447 Fax # (877) 988-4622
E-mail address info@powerfues.com

A-8 Applicant's federal employer identification number # 834392996

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

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

A-10 (Check all that apply) Identify each electric distribution utility certified territory in which the applicant intends to provide service, including identification of each customer class that the applicant intends to serve, for example, residential, small commercial, mercantile commercial, and industrial. (A mercantile customer, as defined in (A) (19) of Section 4928.01 of the Revised Code, is a commercial customer who consumes more than 700,000 kWh/year or is part of a national account in one or more states).

- | | | | | |
|--|--------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| <input type="checkbox"/> First Energy | | | | |
| <input type="checkbox"/> Ohio Edison | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Toledo Edison | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Cleveland Electric Illuminating | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Duke Energy | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Monongahela Power | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> American Electric Power | | | | |
| <input type="checkbox"/> Ohio Power | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Columbus Southern Power | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Dayton Power and Light | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |

- A-11 Provide the approximate start date that the applicant proposes to begin delivering services

June 10, 2019

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-12 **Exhibit A-12 "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-13 **Exhibit A-13 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-14 **Exhibit A-14 "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-15 **Exhibit A-15 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- B-1 **Exhibit B-1 "Jurisdictions of Operation,"** provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services including aggregation services.
- B-2 **Exhibit B-2 "Experience & Plans,"** provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise summary of the applicant's experience in providing aggregation service(s) including contracting with customers to combine electric load and representing customers in the purchase of retail electric services. (e.g. number and types of customers served, utility service areas, amount of load, etc.).

B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

B-5 Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No ☐ Yes

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

B-6 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service including aggregation service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ No ☐ Yes

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

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 in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why. (This is generally only applicable to publicly traded companies who publish annual reports)

C-2 **Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If the applicant does not have such filings, it may submit those of its parent company. An applicant may submit a current link to the filings or provide them in paper form. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.

C-3 Exhibit C-3 “Financial Statements,” provide copies of the applicant’s two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).

C-4 Exhibit C-4 “Financial Arrangements,” provide copies of the applicant's financial 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 **ELECTRIC related business activities in the state of Ohio Only**, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.

- C-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

[Handwritten Signature]

Sworn and subscribed before me this

10

day of

June

Month

2019

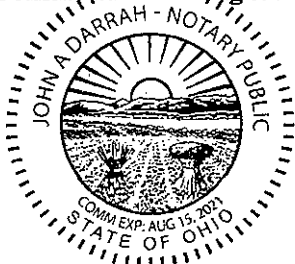
Year

[Handwritten Signature]

Signature of official administering oath

John A Darrach Notary Public

Print Name and Title



My commission expires on

08/15/21



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

FIDELIS UNITED ENERGY SOLUTIONS)

for a Certificate or Renewal Certificate to Provide)

Competitive Retail Natural Gas Service in Ohio.)

Case No. -GA-AGG

County of
State of

[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

Member

Sworn and subscribed before me this

10

day of

June

Month

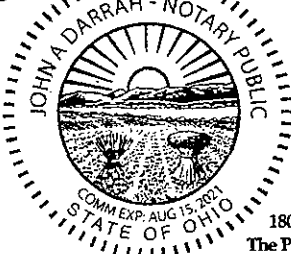
2019

Year

Signature of Official Administering Oath

John A. Darragh Notary Public

Print Name and Title



My commission expires on

08/15/21

Ohio Exhibit A-12 Principal Officers, Directors & Partners

Ryan Boucher, COO, 1313 Atterbury Dr, Macedonia, OH 44056

Ohio Exhibit A-13 "Company History"

We work with a myriad of commercial clients providing a variety of electric solutions for commercial clients; Including procurement, lighting, Demand Response, as well as ancillary services.

Exhibit A-14 Articles of Incorporation

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "FIDELIS UNITED ENERGY SOLUTIONS LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE EIGHTH DAY OF APRIL, A.D. 2019, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "FIDELIS UNITED ENERGY SOLUTIONS LLC".



7364020 8100H
SR# 20194248361

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202865190
Date: 05-21-19

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:00 AM 04/08/2019
FILED 11:00 AM 04/08/2019
SR 20192638069 - File Number 7364020

STATE *of* DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE *of* FORMATION

Fidelis United Energy Solutions LLC

FIRST. The name of the limited liability company is Fidelis United Energy Solutions LLC

SECOND. The address of its registered office in the State of Delaware is 300 Delaware Avenue, Suite 210-A, Wilmington, DE 19801, County of New Castle. The name of its Registered agent at such address is United States Corporation Agents, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on the date below.

Date: April 3, 2019

/s/ Chcyenne Moseley
LegalZoom.com, Inc., Organizer
By: Chcyenne Moseley, Assistant Secretary

Exhibit A-15 Secretary of State



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
05/24/2019	201914400894	DOMESTIC FOR PROFIT CORP - ARTICLES (ARF)	99.00	100.00	0.00	0.00

Receipt

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

FIDELIS UNITED ENERGY SOLUTIONS
300 DELAWARE AVENUE, SUITE 210-A
WILMINGTON, DE 19801

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Frank LaRose
4340272

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
FIDELIS UNITED ENERGY SOLUTIONS INC.

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

Document(s)

DOMESTIC FOR PROFIT CORP - ARTICLES

Effective Date: 05/24/2019

Document No(s):

201914400894



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
24th day of May, A.D. 2019.

Ohio Secretary of State

Ohio Exhibit B-1 "Jurisdictions of Operation"

None

Exhibit B-2 "Experience & Plans"

The three principals have over 25 year of combined experience dating back to 2006 and have transacted business in both the broker and supplier side of the retail electric business.

Ohio Exhibit B-3 "Summary of Experience"

Retail electricity has been provided on both the broker and supplier side with over 25 years of collective experience. Client mix includes commercial, industrial and residential.

Ryan Boucher Summary of experience

" I provide many service options to my clients. Finding the best solution for their specific needs is paramount. While I do aggregate loads for my clients, I ensure that the loads are complimentary to one another and one account does not skew the price due to poor load factor or capacity tags. When building aggregation groups with commercial accounts it is more important to be able to look at all the options for the clients b/c sometimes aggregating a price results in higher overall costs. A perfect example of this is when I aggregate a large church group that has multiple sites in multiple utilities. If I were to aggregate all those accounts for the church group, the facilities in Ohio Edison area end up with an overall higher rate because costs in the illuminating company service area are higher than Ohio Edison therefore doing a disservice to my client. Instead I aggregate the Ohio Edison accounts together with one supplier then bid out the illuminating company accounts individually to obtain the best rates possible through alternative suppliers that can operate at a lower cost in that specific utility. Another example would be a restaurant group I just did recently, they have 5 commercial accounts in CEI and 1 in AEP. I grouped the CEI accounts together for a total annual load of 1.8/Mwh and secured them in a long-term fixed rate to ensure we mitigate their risk and lock in some very attractive electric rates. As for the AEP account since it was a new build we used historical data from the CEI accounts to build a Performa so that we could design an energy purchasing program for the new location so the supplier would not have to build in additional risk premiums to the price.

Ohio Exhibit B-4 "Disclosure of Liabilities and Investigations"

No liabilities or investigations to disclose.

Ohio Exhibit C-1 “Annual Reports,”

Applicant has not been in business long enough to have annual reports.

Ohio Exhibit C-2 “SEC Filings,”

Applicant has not been in business long enough to have SEC Filings.

Exhibit C-3 Financial Statements
Tax Returns
Confidential

Ohio Exhibit C-4 "Financial Arrangements"

Applicant is applying only as a power broker and aggregator. N/A

Exhibit C-5 Forecasted Financial Statements

CONFIDENTIAL

Ohio Exhibit C-6 "Credit Rating,"

Applicant does not have a credit rating. N/A

Ohio Exhibit C-7 "Credit Report,"

Applicant does not have a credit report. N/A

Ohio Exhibit C-8 "Bankruptcy Information"

None,

Ohio Exhibit C-9 "Merger Information"

None.

Ohio Exhibit C-10 “Corporate Structure”

Applicant is a stand-alone entity with no affiliate or subsidiary companies.