

FILE



3900 ESSEX LN., SUITE 775  
HOUSTON, TX 77027  
(O) 281-407-2500  
(F) 281-674-8335

41

August 1, 2019  
Public Utilities Commission of Ohio  
Docketing Division  
180 East Broad Street  
Columbus, Ohio 43215-3793

17-1733-GA-AGG

**RE: Atlas Commodities II Retail Energy, LLC's Natural Gas Broker License Renewal Application  
Case Number 17-618G**

Dear Commission,

Enclosed you will find renewal application for Atlas Commodities II Retail Energy, LLC's natural gas broker license. Included is an original and 3 copies. We ask this be treated as confidential since it includes Atlas' private financials.

Upon your review, please feel free to contact me directly if you have any questions or require additional materials. We look forward to the Commission's approval.

Best regards,

A handwritten signature in black ink, appearing to read "Benita Land", written over a horizontal line.

Benita Land  
General Counsel  
Atlas Commodities II Retail Energy, LLC  
281-407-2418  
[Benita.land@atlascommodities.com](mailto:Benita.land@atlascommodities.com)

RECEIVED-DOCKETING DIV  
2019 AUG -2 AM 10:13  
PUCO

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# Public Utilities Commission

PUCO USE ONLY – Version 1.08		
Date Received	Renewal Certification Number	ORIGINAL AGG Case Number
		17-818-6A-AGG

17-1733-6A-AGG

## RENEWAL 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 renew its certificate as: (check all that apply)

☐ Retail Natural Gas Aggregator ☒ Retail Natural Gas Broker

#### A-2 Applicant information:

Legal Name Atlas Commodities II Retail Energy, LLC d/b/a Atlas Retail Energy  
Address 3900 Essex Lane, Suite 775, Houston, TX 77027  
Telephone No. 281-407-2500 Web site Address www.atlascommodities.com  
Current PUCO Certificate No. 17-618G Effective Dates exp 9/4/2019

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

Name Atlas Commodities II Retail Energy, LLC d/b/a Atlas Retail Energy  
Address 3900 Essex Lane, Suite 775, Houston, TX 77027  
Web site Address www.atlascommodities.com Telephone No. 281-407-2500

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

Atlas Commodities II Retail Energy, LLC Atlas Retail Energy

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

Name Dan Petersen Title Director  
Business Address 3900 Essex Lane, Suite 775, Houston, TX 77027  
Telephone No. 603-583-4498 Fax No. 281-533-8246 Email Address retailreg@atlasretailenergy.com

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

Name Benita Land

Title General Counsel

Business address 3900 Essex Lane, Suite 775, Houston, TX 77027

Telephone No. 281-407-2500

Fax No. 281-533-8246

Email Address retailreg@atlasretailenergy.com

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

Customer service address 3900 Essex Lane, Suite 775, Houston, TX 77027

Toll-Free Telephone No. 800-780-8599

Fax No. 281-533-8246

Email Address retailreg@atlasretailenergy.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 National Registered Agents, Inc.

Title Registered Agent

Business address 4400 Easton Commons Way, Suite 125, Columbus, OH 43219

Telephone No. 800-862-5438

Fax No.

Email Address jschroeder@nr.ai.com

**A-9 Applicant's federal employer identification number 46-5466777**

**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 checked="" type="checkbox"/> Small Commercial	Beginning Date of Service 10/1/2017	End Date 10/1/2023
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service 10/1/2017	End Date 10/1/2023
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service 10/1/2017	End Date 10/1/2023

☒ Dominion East Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service 3/1/2018	End Date 10/1/2023
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service 3/1/2018	End Date 10/1/2023
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service 3/1/2018	End Date 10/1/2023

☒ Duke Energy Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service 7/1/2019	End Date 10/1/2023
<input type="checkbox"/> Large Commercial	Beginning Date of Service 7/1/2019	End Date 10/1/2023
<input type="checkbox"/> Industrial	Beginning Date of Service 7/1/2019	End Date 10/1/2023

☐ 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 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 checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date 1/1/2020

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. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 whether the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).

**C-4 Exhibit C-4 “Financial Arrangements,”** provide copies of the applicant's financial arrangements to 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

*[Handwritten Signature]*

Sworn and subscribed before me this

1st day of August Month 2019 Year

*[Handwritten Signature]*

Signature of official administering oath

*Stephanie Frank*

Print Name and Title



My commission expires on

9/16/2019





# The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service  
Affidavit Form  
(Version 1.07)

In the Matter of the Application of )

Atlas Commodities II Retail Energy, LLC d/b/a Atlas Retail Energy )

for a Certificate or Renewal Certificate to Provide )

Competitive Retail Natural Gas Service in Ohio. )

Case No. 17 - 618 -GA-AGG

County of Harris

State of Texas

Craig Taylor

[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

Sworn and subscribed before me this

15

day of

August

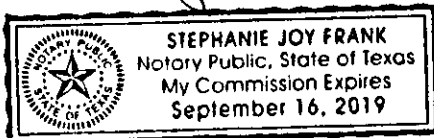
Month

2019

Year

Signature of Official Administering Oath

Print Name and Title



My commission expires on

9/16/2019

# **EXHIBIT A-14**

## **Principal Officers, Directors and Partners**

**CEO:**

Craig Taylor  
3900 Essex Lane, Suite 775  
Houston, TX 77027  
281-407-2500

**Managing Director:**

Stephen Roberson  
2 International Dr, Suite  
250 Portsmouth, NH 03801  
P:603-583-4512

**Director:**

**Dan Petersen**  
2 International Dr, Suite  
250 Portsmouth, NH 03801  
P: 603-583-4498

# **EXHIBIT A-15**

## **Company History**

Atlas Commodities II Retail Energy, LLC dba Atlas Retail Energy was formed in April of 2014. The business purpose to Atlas Retail Energy is to provide consultative and brokerage services to businesses that consume electricity and natural gas across North America. We assist our customers with energy management strategies that outline best practices and alternative ways to purchase and reduce the cost and consumption of electricity and natural gas. More specifically our services include procurement, RFP management, data management, and market intelligence.

# **EXHIBIT A-16**

## **Articles of Incorporation and Bylaws**

See following pages.



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Atlas Commodities II Retail Energy, LLC  
File Number: 801968373

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 04/09/2014

Effective: 04/09/2014



*NANDITA BERRY*

Nandita Berry  
Secretary of State

Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709



**Certificate of Formation  
Limited Liability Company**

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 801968373 04/09/2014  
Document #: 538281740002  
Image Generated Electronically  
for Web Filing

Filing Fee: \$300

**Article 1 - Entity Name and Type**

The filing entity being formed is a limited liability company. The name of the entity is:

**Atlas Commodities II Retail Energy, LLC**

**Article 2 - Registered Agent and Registered Office**

☐ A. The initial registered agent is an organization (cannot be company named above) by the name of:

OR

☒ B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

**Craig Taylor**

C. The business address of the registered agent and the registered office address is:

Street Address:

**24 East Greenway Plaza, Suite 445 Houston TX 77046**

**Consent of Registered Agent**

☐ A. A copy of the consent of registered agent is attached.

OR

☒ B. The consent of the registered agent is maintained by the entity.

**Article 3 - Governing Authority**

☒ A. The limited liability company is to be managed by managers.

OR

☐ B. The limited liability company will not have managers. Management of the company is reserved to the members.  
The names and addresses of the governing persons are set forth below:

Manager 1: **Stephen J Marshall**

Title: **Manager**

Address: **906 Ruthven Street Houston TX, USA 77019**

Manager 2: **Craig Taylor**

Title: **Manager**

Address: **24 East Greenway Plaza, Suite 445 Houston TX, USA 77046**

**Article 4 - Purpose**

The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

**Supplemental Provisions / Information**

[The attached addendum, if any, is incorporated herein by reference.]

Executed - TX SOS Name Consent.pdf

**Organizer**

The name and address of the organizer are set forth below.

**Mark J. Pietrantone** Selman, Munson & Lerner, 1900 West Loop South, Ste. 850,  
Houston, Texas 77027

**Effectiveness of Filing**

☒ A. This document becomes effective when the document is filed by the secretary of state.

**OR**

☐ B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

**Execution**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

**Mark J. Pietrantone**

Signature of Organizer

FILING OFFICE COPY

**ATLAS COMMODITIES, LLC**  
**24 E. GREENWAY PLAZA, SUITE 445**  
**HOUSTON, TEXAS 77046**

April 9, 2014

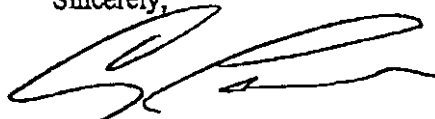
Texas Secretary of State  
1019 Brazos  
Austin, Texas 78701

Re: Consent to Use of Name

Ladies and Gentlemen:

Please accept this letter as Atlas Commodities, LLC's consent to the use of the name "*Atlas Commodities II Retail Energy, LLC*" by a newly-formed entity.

Sincerely,

A handwritten signature in black ink, appearing to read 'Craig Taylor', written over a horizontal line.

Craig Taylor  
President



Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Nandita Berry  
Secretary of State

## Office of the Secretary of State

April 10, 2014

Attn: Selman Munson & Lerner, P.C.

Selman Munson & Lerner, P.C.  
Barton Oaks Plaza Four, Suite 200, 901 South Mopac Expressway  
Austin, TX 78746 USA

RE: Atlas Commodities II Retail Energy, LLC  
File Number: 801968373

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created domestic limited liability company (llc).

Unless exempted, the entity formed is subject to state tax laws, including franchise tax laws. Shortly, the Comptroller of Public Accounts will be contacting the entity at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the entity. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>.

The entity formed does not file annual reports with the Secretary of State. Documents will be filed with the Secretary of State if the entity needs to amend one of the provisions in its certificate of formation. It is important for the entity to continuously maintain a registered agent and office in Texas. Failure to maintain an agent or office or file a change to the information in Texas may result in the involuntary termination of the entity.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

Phone: (512) 463-5555  
Atlas Retail Energy  
Prepared by: Bridget Swonke

Fax: (512) 463-5709  
TID: 10285

Dial: 7-1-1 for Relay Services  
Document: 538281740002<sup>16</sup>

# **EXHIBIT A-17**

## **Secretary of State Evidence**

See following pages.

**\*201625203242\***

DATE: 09/09/2016	DOCUMENT ID 201625203242	DESCRIPTION REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	FILING 99.00	EXPED .00	PENALTY .00	CERT .00	COPY .00
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**Receipt**

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

CT CORPORATION SYSTEM  
KAITY TOON  
4400 EASTON COMMONS WAY, STE 125  
COLUMBUS, OH 43219

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**  
**3938241**

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

**ATLAS COMMODITIES II RETAIL ENERGY, LLC**

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

Document(s)  
**REG. OF FOR. PROFIT LIM. LIAB. CO.**

Document No(s):  
**201625203242**

Effective Date: 09/02/2016



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 9th day of September, A.D. 2016.

*Jon Husted*

Ohio Secretary of State

# EXHIBIT B-1

## Jurisdictions of Operation

State	License #
MA	MA RA-098
NH	NH DM-19-003
OH	OH 17-618G
PA	PA A-2018-3003456
MD	MD IR-2944

**Name:** Atlas Commodities II Retail Energy, LLC

**Address:** 3900 Essex Lane, Suite 775  
Houston, TX 77027

# **EXHIBIT B-2**

## **Experience & Plans**

**Not applicable**

# **EXHIBIT B-3**

## **Summary of Experience**

**Not applicable**

# **EXHIBIT B-4**

## **Disclosure of Liabilities and Investigations**

**Not applicable**

# **EXHIBIT B-5**

## **Disclosure of Consumer Protection Violations**

**Not applicable**



# **EXHIBIT B-6**

## **Disclosure of Certification Denial, Curtailment, Suspension, or Revocation**

### **Actions Against Licensees.**

On April 3, 2017, the State of Pennsylvania Public Utility Commission cancelled Atlas Commodities, LLC's ("Atlas") Electric Generation Supplier License as a broker/marketer due to missing proof of financial security. Although Atlas had timely obtained a continuation certificate of the required bond, the certificate itself was never received by the Commission. A copy of the relevant continuation certificate is attached as Exhibit B-5. Atlas' bonding company sent the certificate to the Commission by first-class mail, and Atlas believes the certificate was lost in the mail. Because Atlas was already in the process of shifting its retail energy operations to a new affiliate, Atlas Commodities II Retail Energy, LLC, Atlas decided in consultation with the Commission to submit a new license application under the affiliate's name. Atlas Commodities II Retail Energy, LLC's license application was approved by the Commission on January 18, 2018.

 COPY



Surety Underwriters, Inc.  
**International Fidelity**  
INSURANCE COMPANY

One Newark Center  
Newark, New Jersey 07102  
(973) 624-7200

CONTINUATION CERTIFICATE

Bond No: BUIFSU0631326 Bond Amount: \$10,000.00

Term: 01/22/2017-01/22/2018

Insured: Atlas Commodities, LLC

Obligee: State of Pennsylvania Public Utility Commission

Agent: Bonding Solutions LLC

It is hereby agreed that the captioned numbered Bond continued in force in the above amount for the period of the continued term stated above.

This continuation shall be deemed a part of the original bond and not a new obligation and is subject to all the covenants and conditions of said bond.



INTERNATIONAL FIDELITY INSURANCE COMPANY

By

  
Leland Pfingstag / Attorney-in-Fact

# **EXHIBIT C-1**

## **Annual Reports**

**Not applicable as this company is not publicly traded.**

# **EXHIBIT C-2**

## **SEC Filings**

**Not applicable as this company is not publicly traded.**

# **EXHIBIT C-4**

## **Financial Arrangements**

**Not applicable as applicant is seeking to be certified as a broker.**

# **EXHIBIT C-6**

## **Credit Rating**

**Not applicable.**

# **EXHIBIT C-8**

## **Bankruptcy Information**

**Not applicable.**

# **EXHIBIT C-9**

## **Merger Information**

**Not applicable.**



# **EXHIBIT C-10**

## **Corporate Structure**

Applicant is a stand-alone entity with no affiliate or subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America.

# **EXHIBIT D-1**

## **Operations**

**We provide a complete solution to organizational energy and sustainability issues by helping them manage the core elements of energy procurement, price risk management, energy efficiency, and sustainability reporting. Processes include prequalification of customers (making sure they can benefit from our offerings), load analysis, running procurement RFPs, discussions options and risks involved, facilitating contract terms between supplier and customer, and client management throughout life of contract.**

# **EXHIBIT D-2**

## **Operations Expertise**

See following pages.

## CRAIG A. TAYLOR

craig.taylor@atlascommodities.com

### SUMMARY

Founder and manager of multifaceted energy services and real-estate portfolio company. Lead 30+ employees across four offices throughout the U.S. Extensive cross-functional experience in start-ups, development and turnaround management. Built multimillion U.S. dollar company organically. Former bank finance and M&A attorney.

### EXPERIENCE

**Atlas Commodities, LLC, Houston, TX, USA**

2006-Present

#### Founder & President

- Oversee and manage day to day business operations of over 30 employees in 4 offices across the United States and a full time consultant in Canada.
- Built wholesale brokerage desks generating 9 straight years of over \$4 million in revenue annually, retail energy advisory and procurement business generating over \$3 million in accounts receivable through 2018, acquired real estate portfolio of \$5 million in assets started a pipeline training and safety consulting business that reached profitability within 6 months of inception..
- Advised international clients in procuring emissions credits for U.S. facilities and LNG opportunities internationally.
- Led team in Southeast Asia on procuring carbon credits from Papa New Guinea.

**Atlas Retail Energy**

2012-Present

#### Founder & President

- Manage day to day operations of energy procurement and advisory team.
- Hired and managed team that generated over \$4 million in accounts receivable through 2018.

**Atlas Field Services, LLC, Houston, TX, USA**

2014-Present

- Oversee and manage day to day operations of safety training specialists
- Established chemicals and coatings business to offer to pipeline customers working with our safety training specialists.

**Atlas Scholars, LLC, Houston, TX, USA**

2012-Present

**Founder & President**

- Developed 3 year summer internship program providing class based curriculum, field trips, speaker series, college prep and live market trading experience.
- Guide motivated students with mentorship, scholarship and exposure to energy and finance industries in a performance based environment.

**SCS Commodities Corporation, New York, NY, USA**

2005-2006

**Natural Gas Options Broker**

- Executed option contracts with daily value in excess \$1 million on the floor of the NYMEX and in the over-the-counter market on behalf of firm clients.
- Developed relationships with multi-national banks, hedge funds and energy companies in order to build book of business and increase customer business.

**MBF Clearing Corporation, New York, NY, USA**

2003-2005

**Trader**

- Directed and maintained an energy futures book creating profit in excess of \$5 million annually.
- Made outright, spread and strip markets for brokers and traders in crude and natural gas pits on NYMEX

**White & Case, LLP, New York, NY, USA**

1996-2003

**Associate (2001 – 2003)**

- Bank Finance and Mergers & Acquisitions associate.
- Worked in Czech and Slovak Republics on privatization deals.
- Worked on credit agreements, letters of intent and acquisition agreements on behalf of firm's international and U.S. clients.

**Legal Assistant (1996 – 1998)**

- Supervised 35 contract attorneys and 50 legal assistants for document production to the Department of Justice related to antitrust issues of the Raytheon/Hughes merger and Ahold NV/Stop & Shop merger.

**United States Navy**

1992-1996

**Petty Officer 3<sup>rd</sup> Class - Presidential Honor Guard & USS Ticonderoga**

- Oversaw and trained platoon of 35-50 men and women for duties representing the U.S. Navy at ceremonies for the President of the United States, Chairman Joint Chiefs of Staff, Secretary of the Navy and the Chief of Naval operations.
- Led boarding parties of unidentified surface targets while conducting no-fly zone operations in the Adriatic Sea.
- Carried Presidential Flag at Richard Nixon's funeral ceremony.

## EDUCATION

<b>Columbia Business School</b> , New York, NY <b>London Business School</b> , London, UK MBA, Global Executive Program, May 2017	2015-2017
<b>FORDHAM UNIVERSITY LAW SCHOOL</b> , New York, NY, USA Juris Doctor. Law, May 2001	1998 - 2001
<b>UNIVERSITY OF MARYLAND</b> , Adelphi, MD, USA Bachelor of Science. Management, May 1998	1998

## ADDITIONAL INFORMATION

<i>Languages:</i>	Conversational German; basic Indonesian.
<i>Affiliations:</i>	Board Member, Atlas Scholars Charity (2012-present) National Futures Association <i>Series 3</i>

# Stephen J. Roberson



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## RETAIL ENERGY MARKET PROFESSIONAL

Experienced energy professional specializing in advising large commercial and industrial (C&I) energy consumers. Critically focused on risk management and developing hedging strategies for both electricity and natural gas.

Extensive dealings with Clients across all major industries including data centers, food processing, plastics, general manufacturing, commercial real estate, hospitality and municipal/government accounts.

## PROFESSIONAL PROFILE

### **Atlas Commodities, LLC – Retail Energy Group – Portsmouth, NH**

**2013 – Present**

#### *Managing Director – Retail Energy Group*

Responsible for overseeing the growth of Atlas' Retail Energy Group and its expanding presence in all deregulated U.S. Energy markets. Personally manage a diverse portfolio of energy Clientele while hiring seasoned industry experts / training new hires.

- Lead the Retail Group to four consecutive years of growth
- Successfully identified, hired and trained employees without any previous experience in the energy industry into knowledgeable and trustworthy market advisors
- Responsible for and trusted with the task of continuing to grow through multiple different verticals
  - Organic
  - Strategic Hires
  - Mergers / Acquisitions
- Maintained and grow personal portfolio of Clientele yearly with a 98%+ retention rate

### **Tradition Energy – Burlington, MA / Stamford, CT**

**2007 - 2013**

#### *Energy Advisor*

Developed a broad range of understanding and expertise in the deregulated energy industry. Tasked with and successfully established relationships with large energy users in the New England / PJM market and was consistently a top producer across five different offices. Received consistent promotions throughout the almost six year tenure and ended with being tasked with managing / overseeing some of Tradition's largest and most valued Clients.

## EDUCATION

### **University of New Hampshire, Durham**

*Bachelor of Science May 2007*

# Dan Petersen

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## POSITION STATEMENT

With a passion for energy and innovation, I strive to deliver streamlined processes and new products to the retail energy industry. My goal is to set new industry standards and continuously be at the forefront energy management technology. A determined mindset, outgoing personality and strict attention to detail provides me with the skills needed to achieve any goal.

## EXPERIENCE

### Atlas Retail Energy

*Director of Operations*

Portsmouth, NH

2018 - Present

- Manage all clientele pricing proposals processes
- Responsible for the curation of market intelligence and customer reporting for Atlas. This includes internal proprietary retail power and natural gas forward curves, client specific peak load management, and budget sensitivity analysis.
- Oversee retail energy supplier partners, with the goal to strengthen and expand all current and future relationships
- Ensure all back-office operations are run in a streamlined and accurate process

### EnerNOC Inc.

*Senior Wholesale Market Analyst/Product Manager*

Worcester, MA

2014 - 2018

- Product manager of the company's report writing tool and original developer of Q (energy efficiency audit tool)
- Assisted in the sprint planning for the EnerNOC auction platform
- Primary liaison between our retail operations and development teams
- Designed procurement packages to leverage our utility clients' current portfolio
- Develop custom utility cost/savings models in all deregulated markets
- Streamlined and automated all wholesale business line processes
- Advised clients on regulatory ISO/RTO changes to the marketplace
- Assisted in negotiating master enabling agreements for clients

### World Energy Solutions Inc.

*Retail Market Analyst*

Worcester, MA

2012 - 2014

- Developed World Energy's pricing indices (Ercot, PJM, ISO NE)
- Modeled utility and ISO/RTO tariffs
- Developed an automated procurement summary analytics template
- Organized usage data, support the transaction process, and perform market research
- Maintained the integrity of World Energy's platform
- Supported sales and operations; assist in monitoring and refining workflow and business process to meet corporate goals

### By Appointment Only

*Marketing Research Specialist*

North Andover, MA

2011 - 2012

- Performed extensive data collection and mining
- Interacted with business executives on a daily basis
- Responsible for defining segmentation of markets
- Adhered by strict monthly quotas
- Effectively collaborated with a team to meet customer needs

## EDUCATION

**Suffolk University:** BSBA May 2011

Boston, MA

**Major:** Marketing

**Double Minor:** Finance / Management

## SPECIALTIES

- VBA Programming
- Agile sprint planning
- Ability to effectively communicate with internal and external customers
- Extensive primary and secondary market research
- Working within a team
- Data manipulation and modeling
- Regression analysis experience



# EXHIBIT D-3

## Key Technical Personnel

Craig Taylor, CEO  
Craig.Taylor@AtlasCommodities.com  
281-407-2500

Craig Taylor is the founder and manager of a multifaceted energy services and real-estate portfolio company. He has led 30+ employees across four offices throughout the U.S. Craig has extensive cross-functional experience in start-ups, development and turnaround management. He has built a multi-million U.S. dollar company organically. Craig is a former bank finance and M&A attorney.

Stephen Roberson, Managing Director  
Stephen.Roberson@AtlasRetailEnergy.com  
603-583-4512

Stephen Roberson is an experienced energy professional specializing in advising large commercial and industrial (C&I) energy consumers. Stephen is critically focused on risk management and developing hedging strategies for both electricity and natural gas. He has extensive dealings with clients across all major industries including data centers, food processing, plastics, general manufacturing, commercial real estate, hospitality and municipal/government accounts.

Dan Petersen, Director Retail Energy  
Dan.Petersen@atlasretailenergy.com  
603-583-4498

Dan Petersen's primary responsibilities include new product development of Atlas Retail services, overseeing Atlas' pricing team, regulatory activity, the curation of market intelligence, and customer reporting. This includes internal proprietary retail power and natural gas forward curves, client specific peak load management, sustainability initiatives and budget sensitivity analysis. Prior to joining Atlas, Dan spent six years with EnerNOC Inc. where he held various positions, from Senior Wholesale Analyst to Wholesale Energy Procurement Manager I and II. Dan also holds a CEP (Certified Energy Procurement Professional) from the Association of Energy Engineers.