

FILE

**Ohio****Public Utilities  
Commission****PUCO USE ONLY**

Date Received	Case Number	Version
	- 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 Charity+Power, Inc.  
Address 2801 Belden Dr., Los Angeles, CA 90068  
Telephone # 323-461-4995 Web site address (if any) www.charitypluspower.com

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

Legal Name Charity+Power, Inc.  
Address 2801 Belden Dr., Los Angeles, CA 90068  
Telephone # 323-461-4995 Web site address (if any) www.charitypluspower.com

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

n/a

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

Name Kevin McSpadden  
Title Executive Director

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.  
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Business address 2801 Belden Dr., Los Angeles, CA 90068  
Telephone # 323-461-4995 Fax # 866-465-1847  
E-mail address km1@charitypluspower.com

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

Name Kevin McSpadden  
Title Executive Director  
Business address 2801 Belden Dr., Los Angeles, CA 90068  
Telephone # 323-461-4995 Fax # 866-465-1847  
E-mail address km1@charitypluspower.com

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

Customer Service address 2801 Belden Dr., Los Angeles, CA 90068  
Toll-free Telephone # 855-624-2748 Fax # 866-465-1847  
E-mail address km1@charitypluspower.com

**A-8 Applicant's federal employer identification number # 61-1935203**

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

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

**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 checked="" type="checkbox"/> <b>First Energy</b>             |                                      |  |                                     |                                     |
| <input checked="" type="checkbox"/> Ohio Edison                     | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Toledo Edison                   | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Cleveland Electric Illuminating | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> <b>Duke Energy</b>              | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> <b>Monongahela Power</b>        | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> <b>American Electric Power</b>  |                                      |  |                                     |                                     |
| <input checked="" type="checkbox"/> Ohio Power                      | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Columbus Southern Power         | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> <b>Dayton Power and Light</b>   | <input type="checkbox"/> Residential | <input checked="" 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  
October 1, 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:

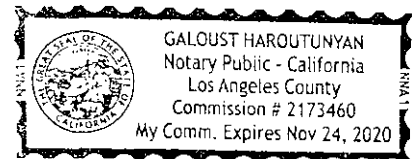
1. The applicant itself stating that it is investment grade rated by Moody’s, Standard & Poor’s or Fitch and provide evidence of rating from the rating agencies.
2. Have a parent company or third party that is investment grade rated by Moody’s, Standard & Poor’s or Fitch guarantee the financial obligations 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-6 Exhibit C-6 "Credit Rating,"** provide a statement disclosing the applicant's credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, 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 affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant. If an applicant or its parent does not have such a credit rating, enter "N/A" in Exhibit C-6.
- C-7 Exhibit C-7 "Credit Report,"** provide a copy of the applicant's credit report from 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 or subsidiary companies.

*[Signature]*  
Signature of Applicant & Title



Sworn and subscribed before me this 26<sup>th</sup> day of August, 2019

*[Signature]*  
Signature of official administering oath

Month Year  
Galoust Haroutunyan, Notary public  
Print Name and Title

My commission expires on 11/24/2020

# **AFFIDAVIT**

State of California

County of Los Angeles Los Angeles ss.  
(Town)

Kevin McSpadden, Affiant, being duly sworn/affirmed according to law, deposes and says that:  
He/She is the Executive Director (Office of Affiant) of Charity & Power Inc. (Name of Applicant);

That he/she is authorized to and does make this affidavit for said Applicant,

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.
2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.
3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.
4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.
5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.
6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
7. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief and that he/she expects said Applicant to be able to prove the same at any hearing hereof.

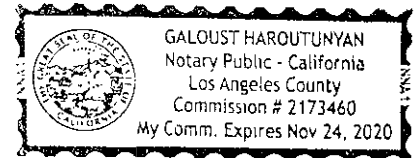
*[Signature]*  
Signature of Affiant & Title

Sworn and subscribed before me this 26<sup>th</sup> day of August, 2019  
Month Year

*[Signature]*  
Signature of official administering oath

Gabust Haroutunyan, notary public  
Print Name and Title

My commission expires on 11/24/2020





**Charity+Power, Inc.**

**Exhibit A-12**

**"Principle Officers, Directors & Partners"**

Executive Director	Kevin McSpadden 2801 Belden Dr. Los Angeles, CA 90068 323-356-5793
Chief Operating Officer	Kemper McSpadden 1935 Orchid St. Sarasota, FL 34239 (941) 539-1002
Vice President, Marketing	Gene McCubbin 1400 West Sam Houston Pkwy North Suite 250 Houston, TX 77043 832-646-9741
Vice President, General Counsel, Secretary	James Bowen 1616 South Pioneer Way Moses Lake, Washington 98837 509-793-5808

**Charity+Power, Inc.**

**Exhibit A-13**

**"Company History"**

Charity+Power, Inc. was founded in October 2015 by Kevin McSpadden, an attorney with over 25 years of utility regulatory experience, and registered as a Delaware benefit corporation in February 2019 for the purpose of brokering power on behalf of residential and small commercial customers. A guaranteed portion of our fee paid by our suppliers will be donated to any 501(c)(3) organization selected by our customer. Charity+Power plans to do business in the thirteen states and the District of Columbia that allow retail electric competition. We are a broker of electric services and have contracted with third parties to provide the utility back office services, such as customer call centers, and registered electric suppliers to provide power procurement, metering and billing.

Customers subscribing through our website will first be requested to enter their zip code and will be offered rate plans from our suppliers, including a 100% renewable energy option. The rate plan will identify the rate, any early termination fees assessed by the supplier selected by the customer, the supplier's terms and conditions of service, the percentage of the power that is renewable in content, and the percentage of the rate that will be donated by Charity+Power to the nonprofit organization selected by our member, without any deduction. After selecting a rate plan, our member will be asked to select a nonprofit from an API managed by Guidestar that contains every 501(c)(3) organization registered with the IRS. After selecting the rate plan and nonprofit, the member will be asked to supply registration information that complies with the PUC's regulations and state law. Charity+Power has contracted with Powermatrix to supply the software to manage the customer registration process and customer interface.

**Charity+Power, Inc.**

**Exhibit A-14**

**"Articles of Incorporation and Bylaws"**

Attached hereto.

STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION  
A PUBLIC BENEFIT CORPORATION

The undersigned Incorporator hereby certifies as follows:

1. The name of the Corporation is Charity+Power, Inc.
2. The Registered Office of the corporation in the State of Delaware is located at 919 North Market Street, Suite 950 (street),  
in the City of Wilmington, County of New Castle Zip  
Code 19801. The name of the Registered Agent at such address upon  
whom process against this corporation may be served is InCorp Services, Inc.
3. The specific public benefit purpose of the corporation is to serve as a retail  
provider that allows our members to donate a portion of their electric charge to nonprofit  
organizations.
4. The total amount of stock this corporation is authorized to issue is  
1,000 shares (number of authorized shares) with a par value of  
\$0.01 per share.
5. The name and mailing address of the incorporator are as follows:  
Name Kevin McSpadden  
Mailing Address 2801 Belden Dr.  
Los Angeles, CA Zip Code 90068

By: Kevin McSpadden  
Incorporator

Name: Kevin McSpadden  
Print or Type

**By-Laws of CHARITY + POWER, INC.**  
**A DELAWARE PUBLIC BENEFIT CORPORATION**

1. **NAME AND PURPOSES:** The name and purposes of the Corporation are set forth in the Articles of Incorporation.
2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be a street address designated by the Board of Directors.
3. **MEMBERS OF THE CORPORATION:** The Members of the Board of Directors of the Corporation (hereinafter "Directors") shall constitute the members of the Corporation.
4. **BOARD OF DIRECTORS:**
  - 4.1. **Classes:** There shall be only one class of Directors.
  - 4.2. **Role/Number:** The business and affairs of the Corporation shall be governed by a Board of Directors (hereinafter the "Board") which shall be composed of no more than twenty-one (21) persons and no fewer than three (3) persons.
  - 4.3. **Composition:** The Board shall, at all times, be composed of persons dedicated to the mission of the organization and representing the diversity of the community being served, taking into account race, gender, economic status, age and other factors.
  - 4.4. **Election/Vacancies:** At each annual meeting of the Board, Directors to serve for the ensuing term shall be elected by the existing Directors. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining Directors.
  - 4.5. **Term:** Each Director shall hold office for a term of three years or until a successor is duly elected. The initial Directors shall be divided into three (3) approximately equal groups, one-third (1/3) of them to serve for an initial term of one (1) year, one-third (1/3) to serve for an initial term of two (2) years, and one-third (1/3) to serve for an initial term of three (3) years. No person shall serve more than two (2) consecutive full terms on the Board. Upon approval by the Board, a director may extend their term for one year to serve as immediate past president or immediate past treasurer. Persons serving an initial term of less than three (3) years may serve for two (2) additional three year terms. After serving the maximum time allowed, a person may again serve after being off the Board for one year.
  - 4.6. **Removal:** Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office. A

vote for removal may occur at any meeting of the Board convened in compliance with these by-laws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Failure to participate

4.7. Employment by the Corporation shall disqualify an individual and any member of the individual's immediate family from eligibility for election to the Board of Directors. Employment of a Director or a member of a Director's immediate family by the Corporation shall automatically terminate the term of office of that Director.

4.8. Resignation: A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.

## 5. OFFICERS OF THE BOARD:

5.1. Election/Vacancies: The officers shall consist of President, Vice-President, Secretary, and Treasurer and such additional vice presidents or assistant secretaries or assistant treasurers as the Board may from time to time appoint. The officers shall be elected by the Board, from among the Directors, at the first meeting of the Board following the annual meeting of the Corporation. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board and any Director so elected shall fulfill the term of his/her predecessor.

5.2. Term: Officers shall serve a term of one 2-years and until their successors are elected, or until they are removed for cause. No officer shall serve more than two (2) consecutive terms in the same office.

5.3. Removal: An officer may be removed from office, with or without cause, as determined by a two-thirds (2/3) majority vote of the Board present at any meeting at which there is a quorum.

5.4. Resignation: An officer may resign by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President and does not constitute resignation from the board.

5.5. Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board as follows:

5.5.1. The President shall preside at and conduct all meetings of the Board and of the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise

perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.

- 5.5.2. The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President. The Vice- President shall serve as the Chair of the Governance Committee.
- 5.5.3. The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the Directors at the office of the Corporation.
- 5.5.4. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the treasurer shall ensure that the board engages a qualified auditor for an annual examination of the financial statements. The treasurer shall serve as a member and chair of the Finance Committee.
- 5.5.5. Other officers appointed by the Board shall perform such duties as may be specified in writing by the Board or by officers given authority over them.

## 6. BOARD MEETINGS:

- 6.1. Annual Meeting: The Annual Meeting of the Corporation shall be held at such date and time as is determined by the Board.
- 6.2. Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President
- 6.3. Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three (3) Directors or twenty-five percent (25%) of the Directors, whichever is greater. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
- 6.4. Notice of Meetings: Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered at least 10 days and no more than 30 days before the day of the meeting to all board members. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.
- 6.5. Executive Session: At any meeting of the Board, where a quorum is present,

the Board may, by a majority vote, decide to enter an executive session in which only voting Directors and other persons invited by the Board may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

- 6.6. Quorum: At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving, present in person including as defined in (h) below.
  - 6.7. Voting: Except as otherwise provided in these bylaws, decisions of the Board shall be by vote of a majority (fifty percent (50%) plus one (1) of those present assuming a quorum), but not less than one-third (1/3) of the Directors then serving. Each Director shall have one vote. Directors may vote only in person. The power to take any action that requires approval of the board by law. There shall be no proxy voting.
  - 6.8. Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.
7. COMMITTEES: The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more committees. Committees may be formed on an ad-hoc basis or may be a standing committee as provided for in the resolution. The Board Chair shall select and appoint the members and the Chair of all committees, unless otherwise specified herein. The Board Chair shall serve as an ex officio member of all committees. The Board Chair may appoint to committees persons who are not Directors of the Corporation. All committees created by the Board of Directors shall be chaired by a Director.
- 7.1. Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not by itself:
    - 7.1.1. Approve action that requires full Board approval;
    - 7.1.2. Fill vacancies on the Board of Directors or any of its committees;
    - 7.1.3. Amend the Articles of Incorporation;
    - 7.1.4. Adopt, amend or repeal the Bylaws;
    - 7.1.5. Approve a plan of merger, consolidation or dissolution; or
    - 7.1.6. Employ or discharge anyone from employment with the Corporation.
    - 7.1.7. Other than the executive committee if so charged, committees may not enter into any agreement, contract or obligation on behalf of the organization.



7.1.8. Other than the executive committee if so charged, Committees and their members shall not portray themselves as representing the organization as a whole publicly.

7.2. There shall be the following standing committees:

7.2.1. Executive Committee. The Executive Committee shall be comprised of the President, the Vice President, the Secretary, the Treasurer, and one (1) member of the Board elected at large each year by the Board of Directors. When the Board of Directors is not in session, the Executive Committee shall possess and exercise all powers of the Board of Directors in the management of the business and affairs of the Corporation that lawfully may be exercised by the Executive Committee, except as specified in Section 7.1. The Executive Committee shall provide reasonable notice under the circumstances to the full Board of Directors of action taken by the Committee between meetings. The Executive Committee shall then provide a complete report on such action at the next meeting of the Board, and may elect to do so in executive session. Care will be taken to ensure that only those issues necessitating discussion/action prior to the next board meeting be addressed.

7.2.2. Finance Committee. The Finance Committee shall be responsible for oversight of the financial operations of the Corporation. While serving on the Finance Committee, a member of the Committee shall not: (i) accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation; or (ii) have participated in any other transactions with the Corporation in which he or she has a financial interest within the previous year. The Committee shall undertake the following responsibilities:

7.2.2.1. Review, discuss and recommend changes to the proposed annual Corporation budget and submit for approval to the Board of Directors;

7.2.2.2. Review, discuss and present the financial statements to the Board of the Corporation for approval, at least quarterly;

7.2.2.3. Oversee the agency audit if required, including appointing the auditor and receiving the auditor's report directly. The Committee shall recommend and review policy and procedures for: (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting, auditing or other financial matters. A separate committee or a subcommittee of the Finance Committee may be appointed to oversee the audit.

7.2.2.4. Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; and

7.2.2.5. Monitor the investments of the Corporation and develop and recommend to the Board changes to the Corporation's investment

and endowment policies as appropriate.

7.2.3. Board Development Committee. The Board Vice Chair shall serve as the Chair of the Committee. The Board Development Committee shall be responsible for oversight of the Board of Directors' governance activities and board development. The Committee shall undertake at a minimum the following responsibilities:

- 7.2.3.1. Acting as a nominating committee by identifying and recruiting qualified individuals to serve on the Board of Directors, and identifying and developing current directors to serve in leadership roles on the Board, and recommending to the Board candidates for open director and officer positions, director vacancies, and the at-large Executive Committee position.
- 7.2.3.2. Orientation for new members of the Board;
- 7.2.3.3. Ongoing Board development, leadership development, and self-assessment;
- 7.2.3.4. Regular review of the Corporation's bylaws to ensure compliance with law and suitability for the needs of the Corporation, and preparation of proposed amendments to the bylaws and articles of incorporation when necessary and appropriate;
- 7.2.3.5. Monitoring of compliance by the Board of Directors with applicable law and best practices for nonprofit organizations;
- 7.2.3.6. Making recommendations to the Board regarding the removal of Directors from the Board;
- 7.2.3.7. Monitoring compliance by directors with the Corporation's conflict of interest policy, reviewing disclosure statements submitted by directors, and reporting any conflicts of interest to the full Board of Directors for further action in accordance with the policy;
- 7.2.3.8. Recommending and overseeing procedures for the evaluation of the job performance of the chief executive and, as necessary, for succession planning.

## 8. APPOINTED OFFICERS AND STAFF:

- 8.1. The Board may appoint a chief executive officer, with a title appropriate to the functions of the officer. Other staff shall be appointed by the chief executive officer.
- 8.2. The Board may delegate duties and customary authority to the chief executive officer and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions.
- 8.3. The chief executive officer shall be subject to hire and termination by the Board. Other appointed staff shall be subject to hire and termination by the chief executive officer.
- 8.4. Except when the Board is meeting in executive session, the chief executive officer shall attend and participate in meetings of the Board and of committees as staff to the Board and the committees but shall not be entitled

to a vote.

9. **CONFLICT OF INTEREST:** The board shall adopt a conflict of interest policy that covers board members, staff members, and volunteers with significant decision making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.
10. **INDEMNIFICATION:** The Corporation shall indemnify its directors and officers to the fullest extent permitted by Delaware and federal law including the payment of related legal expenses.
11. **EXONERATION:** To the fullest extent permitted by Delaware or federal law, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.
12. **INSURANCE:** The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and directors and officers liability insurance.
13. **COMPENSATION:** The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of the corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy and section 7(b) of these bylaws.
14. **CORPORATE RECORDS:** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors as well as its articles of incorporation, current bylaws, and board approved policies. The

corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its most recently filed IRS form 990. All books and records of the Corporation may be inspected by any Director within three (3) business days of written request.

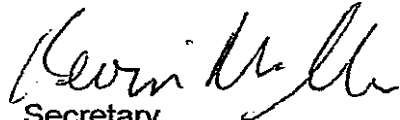
15. **SIGNATURE AUTHORITY:** All checks, notes, acceptances, and orders for payment of money shall be signed by any individual(s) authorized by the Board as described in the organization's financial policies. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation designated by the Board.
16. **FISCAL YEAR:** The fiscal year of the Corporation shall be from January 1st to December 31st.
17. **ACTION WITHOUT MEETING:** Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.
18. **AMENDMENTS:** These bylaws may be amended by a two-thirds (2/3) majority vote of the Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.
19. **NON-DISCRIMINATION:** The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.
20. **DISSOLUTION:** The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board this 11 day of February 2016

  
Executive Director

2/11/16  
Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board.

  
Secretary

2/11/16  
Dated

**Charity+Power, Inc.**

**Exhibit A-15**

**"Secretary of State"**

Attached hereto.



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/14/2016	201607102248	FOREIGN FOR PROFIT CORPORATION - LICENSE (FLF)	99.00	0.00	0.00	0.00	0.00

**Receipt**

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

CHARITY + POWER, INC.  
ATTN K MCSPADDEN  
2801 BELDEN DR  
LOS ANGELES, CA 90068

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Jon Husted**  
**3877620**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**CHARITY+POWER, INC.**

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

Document(s)

**FOREIGN FOR PROFIT CORPORATION - LICENSE**

Effective Date: 03/11/2016

Document No(s):

**201607102248**

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  
14th day of March, A.D. 2016.

*Jon Husted*  
**Ohio Secretary of State**

**Charity+Power, Inc.**

**Exhibit B-1**

**"Jurisdictions of Operation"**

Charity+Power was certified by the New Hampshire Public Utilities Commission as a Provider of Electric Aggregation Services effective November 16, 2016 (DM 16-845); certified as a licensed electric generation supplier as a broker/marketer by the Pennsylvania Public Utility Commission effective February 9, 2017, (Utility Code 1119569); certified by the Massachusetts Department of Public Utilities as an electric broker on August 17, 2017 (EB-417); certified as an electric broker by the Illinois Commerce Commission on March 15, 2019 (E17-007); and certified by the Maryland Public Service Commission on November 30, 2018. Charity+Power has not yet accepted customers in any State.



**Charity+Power, Inc.**  
**Exhibit B-2**

**"Experience & Plans"**

Charity+Power intends to serve as a broker of retail electric services. It will not take title to the electricity.

Charity+Power, Inc. has entered into Broker Agreements with Crius Energy Inc., and its wholly owned subsidiaries; Constellation NewEnergy, Inc.; and NextEra Energy Services, LLC, and its wholly owned subsidiaries (collectively, the "Suppliers"). Upon the launch of its website, Charity+Power intends to add additional Suppliers.

Under the Broker Agreements, Charity+Power will have responsibility for completing the Customer Enrollment File and submitting the file to Suppliers. The customer will then purchase their electricity requirements from Suppliers. Our suppliers will handle billing and the utility interface and will remit an agreed fee to Charity+Power. It is the intent of Charity+Power to remit a guaranteed portion of our fee to the 501(c)(3) organization selected by our customer.

Charity+Power has contracted with Powermatrix to install its Sparkplug software to improve the customer experience and maintain our interface with our suppliers. Charity+Power has also contracted with Poplabs of Houston TX to develop and maintain its website and assist with marketing.

As noted below, Kevin McSpadden, the Executive Director, has over 25 years of experience as a regulatory attorney, and is very familiar with consumer protection laws and regulations.

**Charity+Power, Inc.**  
**Exhibit B-3**

**"Summary of Experience"**

Applicant has no direct experience with providing aggregation services. Charity+Power, Inc. has entered into Broker Agreements with Crius Energy Inc., and its wholly owned subsidiaries; Constellation NewEnergy, Inc.; and NextEra Energy Services, LLC (collectively, the "Suppliers"). Upon the launch of its website Charity+Power intends to add additional suppliers to increase competition among our suppliers.

Charity+Power has contracted with Powermatrix to supply its Sparkplug software to manage the customer registration process, customer interface, and Supplier interface.

Kevin McSpadden is an attorney with over 25 years of experience representing clients in the electric industry. Mr. McSpadden has an expertise in energy regulation and the negotiation of power purchase agreements, and is very familiar with consumer protection laws and regulations. Mr. McSpadden's bio is attached hereto.

Gene McCubbin has co-founded four technology based companies over the last sixteen years. Gene has participated in several successful enterprise exits including a \$120mm IPO, a \$30mm private equity sale, and numerous smaller M/A transactions. With features in Success magazine, Entrepreneur magazine, INC. Magazine, the Houston Business Journal and many other national publications. Gene has been a member of Young Entrepreneurs' Organization (EO/YEO) since 1999 and is currently running Pop Labs, Inc. ,which has been a five-time INC. 500 / 5000 recipient and is the largest interactive web design, marketing, seo, branding, and communications firm in Houston by revenues for the last seven years. Gene was recently recognized as a finalist for the Gulf Coast Ernst & Young Entrepreneur of the Year Awards, has been nominated five times. He has also been honored in Houston's annual Celebration of Entrepreneurs twice in the last five years.

**CURRICULUM VITAE (INTERNATIONAL)**

<b>Position title and No:</b>	Senior Attorney
<b>Name of Firm:</b>	Law Offices of Kevin R. McSpadden
<b>Name of Expert:</b>	Kevin McSpadden
<b>Date of Birth:</b>	16 October 1958
<b>Citizenship:</b>	US

**Education:**

- Juris Doctor, Tulane University School of Law, New Orleans, LA, 1981-1984
- Licensed by the State Bar of California

**Employment record:**

<b>Period</b>	<b>Employer/position</b>	<b>Country</b>	<b>Summary of activities</b>
2010 - present	<b>Founder, Law Offices of Kevin McSpadden, Los Angeles, CA</b>  Ref: Jeff Cheng, COO, Nautilus Solar Energy <a href="mailto:Jeff@nautilussolar.com">Jeff@nautilussolar.com</a>  Ref: Thomas Askew Senior Manager Adam Smith International <a href="mailto:Thomas.Askew@adamsmithinternational.com">Thomas.Askew@adamsmithinternational.com</a>  Ref: Charles Sena Ayenu, President, Home Energy Africa <a href="mailto:charles@homeenergyafrica.com">charles@homeenergyafrica.com</a>	Worldwide (US, Ethiopia, Kenya, Nigeria, Ghana, South Africa, Sierra Leone, Vietnam, Honduras, El Salvador)	<ul style="list-style-type: none"> <li>• energy lawyer with over 30 years of national and international experience</li> <li>• negotiating critical path project documents such as PPAs, transmission and interconnection agreements, EPC and O&amp;M Contracts, and site control agreements.</li> <li>• extensive experience with financing documentation for both debt and equity components of energy projects, tax equity investment, acquisitions, and on the regulation and advisory of public utilities.</li> <li>• advising Ethiopian Electric Power, Kenya Geothermal Development Company and solar developers with projects in Kenya, Nigeria, Ghana, Sierra Leone and South Africa on Implementation Agreements, PPAs, utility tariffs, and Connection Agreements.</li> <li>• the acquisition and financing of solar energy projects, including financing documentation for both debt and equity components, due diligence review, negotiating asset purchase/ equity purchase agreements, JDAs, and Operating Agreements.</li> </ul>
2007-2010	<b>Senior Vice President, General Counsel and Secretary, Gradient Resources Inc., Reno, NV</b>	US	<ul style="list-style-type: none"> <li>• Chief legal officer and head of the Legal Department.</li> <li>• Responsible for advising the Board of Directors and CEO on corporate governance matters. Served as Secretary of the Company.</li> <li>• Responsible for private equity, debt and tax financings.</li> <li>• Responsible for drafting/negotiating project contracts.</li> <li>• Drafted drilling contracts, vendor agreements, consultant agreements for drill rig and cement subsidiaries.</li> </ul>
1998-2007	<b>Senior Attorney, Project Finance Milbank, Tweed, Hadley &amp; McCloy, LLP, Los Angeles, CA and New York, NY</b>	Worldwide	<ul style="list-style-type: none"> <li>• Represented developers of renewable energy projects in the negotiation of: (i) corporate entity formation documentation, (ii) critical path project</li> </ul>

			<p>documents, (iii) financing documentation for both debt and equity components such as construction/term loans and private placement memorandums, (iv) all forms of real estate documentation, and (iv) letters of intent.</p> <ul style="list-style-type: none"> <li>• Extensive experience with utility mergers and acquisitions.</li> <li>• Extensive experience in the structuring and negotiating of a wide variety of energy related commercial transactions in both the public and private sectors, including wholesale and retail gas and electric commodity supply agreements, energy aggregation programs.</li> <li>• Experience with utility bankruptcy and restructurings.</li> </ul>
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**Membership in Professional Association:** State Bar of California**Languages:** (Working knowledge: Native, Excellent or Good)

English	<b>Speaking</b> Excellent	<b>Reading</b> Excellent	<b>Writing</b> Excellent
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**Adequacy for the Assignment:**

<p><b>Project:</b> 100 MW solar PV portfolio  <b>Year:</b> 6/2019 – ongoing; <b>Location:</b> Vietnam  <b>Client:</b> Owner  <b>Position:</b> Lead Legal Advisor  <b>Activities performed:</b>  •Drafting and negotiation of EPC Contract, O&amp;M Contract and related schedules;  •Drafting and negotiation of Stock Purchase Agreement.</p>
<p><b>Project:</b> 27 MW Community Solar PV portfolio  <b>Year:</b> 6/2019 – ongoing; <b>Location:</b> Massachusetts  <b>Client:</b> Owner  <b>Position:</b> Lead Legal Advisor  <b>Activities performed:</b>  •Negotiation of Construction and Term Loan;  •Negotiation of Tax Equity Investment.</p>
<p><b>Project:</b> 1.9 MW Solar PV portfolio  <b>Year:</b> 9/2018 – ongoing; <b>Location:</b> California  <b>Client:</b> Owner  <b>Position:</b> Lead Legal Advisor  <b>Activities performed:</b>  •Negotiation of construction and term loan  •Negotiation of tax equity investment.</p>
<p><b>Project:</b> 20 MW combined cycle gas-fired Project  <b>Year:</b> 6/2018 – ongoing; <b>Location:</b> Nigeria  <b>Client:</b> USTDA  <b>Position:</b> Lead Legal Advisor  <b>Activities performed:</b>  •Drafting and negotiation of Power Purchase Agreement and related schedules;  •Drafting and negotiation of Connection Agreement;  •Drafting and negotiation of Implementation Agreement.</p>
<p><b>Project:</b> Draft of template power agreements for national utility  <b>Year:</b> 6/2018 – 8/2018; <b>Location:</b> Ethiopia  <b>Client:</b> East Africa Geothermal Energy Facility; Ethiopian Electric Power, Ministry of Finance</p>

<p>and Economic Cooperation  <b>Position:</b> Lead Legal Advisor  <b>Activities performed:</b>  •Drafting of form Power Purchase Agreement and related schedules;  •Drafting of form Connection Agreement;  •Drafting of form Implementation Agreement working with Ministry of Finance.</p>
<p><b>Project:</b> 450 MW Geothermal Project  <b>Year:</b> 8/2017 – 6/2018; <b>Location:</b> Ethiopia  <b>Client:</b> East Africa Geothermal Energy Facility; Ethiopian Electric Power; Ministry of Finance  <b>Position:</b> Lead Legal Advisor  <b>Activities performed:</b>  •Drafting and negotiation of Power Purchase Agreement and related schedules;  •Drafting and negotiation of Connection Agreement;  •Drafting and negotiation of Implementation Agreement.</p>
<p><b>Project:</b> Steam Sales Agreement  <b>Year:</b> August 2017 - Ongoing; <b>Location:</b> Kenya; <b>Client:</b> Kenya Geothermal Development Company  <b>Position:</b> Senior Attorney  <b>Activities performed:</b>  •Drafted and involved in negotiations of Steam Sales Agreement.</p>
<p><b>Project:</b> 10 MW PV plant  <b>Year:</b> Jan 2017-ongoing; <b>Location:</b> Kenya; <b>Client:</b> USTDA  <b>Position:</b> Senior Attorney  <b>Activities performed:</b>  •Drafted and negotiated Joint Development Agreement  •Revised and involved in negotiations of power purchase agreement with KPLC;  •Revised and involved in negotiations of connection agreement;  •drafted site control agreements.</p>
<p><b>Project:</b> 100 MW PV plant  <b>Year:</b> 2016; <b>Location:</b> Ghana; <b>Client:</b> USTDA  <b>Position:</b> Senior Attorney  <b>Activities performed:</b>  •Negotiated Joint Development Agreement;  •Negotiated Power Purchase Agreement with Electricity Company of Ghana;  •Negotiated Connection Agreement with Gridco;  •Drafted Site Control Agreements.</p>
<p><b>Project:</b> 20 MW PV plant  <b>Year:</b> Nov 2016- ongoing; <b>Location:</b> Sierra Leone; <b>Client:</b> USTDA  <b>Position:</b> Senior Attorney  <b>Activities performed:</b>  •Project Document due diligence review;  •Drafting and negotiation of EPC Contract and O&amp;M Contract;  •Drafting of Site Control Agreement;  •Negotiation of Implementation Agreement with Government of Sierra Leone;  •Negotiation of PPA Amendment with Electricity Distribution Company of Sierra Leone.</p>
<p><b>Project:</b> 75 MW PV Project  <b>Year:</b> Jan 2017-ongoing; <b>Location:</b> South Africa; <b>Client:</b> USTDA  <b>Position:</b> Senior Attorney  <b>Activities performed:</b>  •Negotiated Power Purchase Agreement with Eskom;  •Negotiated Connection Agreement;  •Drafted EPC and O&amp;M Agreements.</p>
<p><b>Project:</b> Portfolio acquisition of 16 PV projects totalling 35 MW  <b>Year:</b> Jan 2017 – 12/2018; <b>Location:</b> Georgia; <b>Client:</b> Purchaser  <b>Position:</b> Senior Attorney  <b>Activities performed:</b>  •Due diligence review of PPAs, Interconnection Agreements and Site Control Agreements;</p>

- Negotiation of Master Asset Purchase Agreement;
- Tax equity financing of projects;
- Debt financing of projects;
- Sale Leaseback of projects;
- Sale of project.

**Project:** Negotiation of EPC Contracts

**Year:** Jan 2017 – Dec. 2017; **Location:** Honduras, El Salvador; **Client:** EPC Contractor

**Position:** Senior Attorney

**Activities performed:**

- Drafting/Negotiation of EPC Contract;
- Drafting/negotiation of O&M Contract;

**Certification:**

I, the undersigned, certify to the best of my knowledge and belief that:

- (i) This CV correctly describes my qualifications and my experience
- (ii) I am not employed by the Executing or the Implementing Agency
- (iii) In the absence of medical incapacity, I will undertake this assignment for the duration and in terms of the inputs specified for me in Form TECH 6 provided team mobilization takes place within the validity of this proposal
- (iv) I was not part of the team who wrote the terms of reference for this consulting services assignment
- (v) I am not currently debarred by a multilateral development bank
- (vi) I certify that I have been informed by the firm that it is including my CV in the proposal for the [ ]. I confirm that I will be available to carry out the assignment for which my CV has been submitted, in accordance with the implementation arrangements and schedule set out in the proposal. I understand that any wilful misstatement described herein may lead to disqualification or dismissal, if engaged.

Date: 17 July 2019  
Day/Month/Year

**Full name of authorized representative:**

Kevin R. McSpadden  
Attorney  
2801 Belden Dr.  
Los Angeles, CA 90068  
323-461-4995 (direct)  
323-356-5793 (mobile)  
866-465-1847 (fax)

**Charity+Power, Inc.**  
**Exhibit B-4**

**"Disclosure of Liabilities and Investigations"**

None

**Charity+Power, Inc.**  
**Exhibit B-6**

Charity+Power was certified as a Competitive Retail Electric Provider by the Ohio Public Utility Commission to provide aggregation and power broker services on May 23, 2016 (Certificate Number: 16-1080E (1)). Its certificate was revoked because it missed the filing deadline for renewing its certificate. Prior to, and after, the revocation, Charity+Power was current in the filing of all reports and the payment of all fees, including to the Ohio Consumer's Council. Failure to file the renewal was an administrative oversight which will not occur again.



**Charity+Power, Inc.**

**Exhibit C-1**

**Certification Application for Retail Generation Providers and Power Marketers**

**"Annual Reports"**

Charity+Power, Inc., is a benefit corporation formed in February of 2019. Charity+Power has not conducted any business activities and has no shareholders. Therefore, there has not been an annual report prepared for shareholders.

**Charity+Power, Inc.**

**Exhibit C-2**

**"SEC Filings"**

Charity+Power, Inc. is a privately-held benefit corporation that is not required to file with the SEC.

**Charity+Power, Inc.**

**Exhibit C-4**

**"Financial Arrangements"**

None.

**Charity+Power, Inc.**

**Exhibit C-6**

**"Credit Rating"**

Charity+Power, Inc., is a benefit corporation formed in February of 2019 and has not conducted any business; therefore, a credit rating is not yet available for the company.

**Charity+Power, Inc.**

**Exhibit C-8**

**"Bankruptcy Information"**

None

**Charity+Power, Inc.**

**Exhibit C-9**

**"Merger Information"**

None

**Charity+Power, Inc.**

**Exhibit C-10**  
**"Corporate Structure"**

Charity+Power is registered as a Benefit Corporation with the State of Delaware. Charity+Power is wholly owned by one individual. There are no affiliates or subsidiaries.