

FILE

20-0148-GA-AGG

PAGE 1

37



Public Utilities Commission

PUCO USE ONLY - Version 1.08 May 2016		
Date Received	Case Number	Certification Number
	- GA-AGG	

INITIAL CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS BROKERS /AGGREGATORS

Please **type or print** all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-15 - Company History*). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

This PDF form is designed so that you may directly input information onto the form. You may also download the form by saving it to your local disk.

SECTION A - APPLICANT INFORMATION AND SERVICES

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

- ☒ Retail Natural Gas Aggregator ☒ Retail Natural Gas Broker

A-2 Applicant information:

Legal Name Energy CX, LLC
Address 3501 Woodhead Dr., #5, Northbrook, IL 60062
Telephone No. (847) 509-2290 Web site Address www.energycx.com

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

Name Energy CX, LLC
Address 3501 Woodhead Dr., #5, Northbrook, IL 60062
Web site Address www.energycx.com Telephone No. (847) 509-2290

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

Please see Exhibit A-4.

A-5 Contact person for regulatory or emergency matters:

Name Mark Rice Title President
Business Address 3501 Woodhead Dr., #5, Northbrook, IL 60062
Telephone No. (847) 509-2280 Fax No. 847-509-2295 Email Address mark@energycx.com

2020 JAN 27 PM 12:01
PUCO
DOCKETING DIV.

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

Name Ellen Rice Title Vice-President
 Business address 3501 Woodhead Dr., #5, Northbrook, IL 60062
 Telephone No. (847) 509-2290 Fax No. 847-509-2295 Email Address ellen@energycx.com

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

Customer service address 3501 Woodhead Dr., #5, Northbrook, IL 60062
 Toll-Free Telephone No. 1-833-998-0830 Fax No. 847-509-2295 Email Address ellen@energycx.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 Sabrina Rice Title Representative
 Business address Slayter Union 8258, Granville, OH 43203
 Telephone No. (847) 509-2280 Fax No. 847-509-2295 Email Address sabrina@energycx.com

A-9 Applicant's federal employer identification number 84-2508506**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 checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Dominion East Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Duke Energy Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial

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

☐ Columbia Gas of Ohio

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

☐ Dominion East Ohio

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

☐ Duke Energy Ohio

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

☐ Vectren Energy Delivery of Ohio

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

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

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

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

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

SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- B-1 Exhibit B-1 "Jurisdictions of Operation,"** provide a current list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail natural gas service, or retail/wholesale electric services.
- B-2 Exhibit B-2 "Experience & Plans,"** provide a current description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational

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

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

☒ No ☐ Yes

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

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

☒ No ☐ Yes

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

SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If the applicant does not produce annual reports, the applicant should indicate that Exhibit C-1 is not applicable and why.
(This is generally only applicable to publicly traded companies who publish annual reports.)
- C-2 Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. An applicant may submit a current link to the filings or provide them in paper form. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).

C-4 Exhibit C-4 “Financial Arrangements,” provide copies of the applicant's current financial arrangements to satisfy collateral requirements to conduct retail electric/gas business activity (e.g., parental or third party guarantees, contractual arrangements, credit agreements, etc.,).

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

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

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

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

C-5 Exhibit C-5 “Forecasted Financial Statements,” provide two years of forecasted income statements for the applicant's **NATURAL GAS related business activities in the state of Ohio Only**, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.

C-6 Exhibit C-6 “Credit Rating,” provide a statement disclosing the applicant's current credit rating as reported by two of the following organizations: Duff & Phelps, Fitch IBCA, Moody's Investors Service, Standard & Poor's, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or an affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant. If an applicant or its parent does not have such a credit rating, enter “N/A” in Exhibit C-6.

C-7 Exhibit C-7 “Credit Report,” provide a copy of the applicant's current credit report from Experian, Dun and Bradstreet, or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter “N/A” for Exhibit C-7.

- C-8 Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.
- C-9 Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant within the two most recent years preceding the application.
- C-10 Exhibit C-10 "Corporate Structure,"** provide a description of the applicant's corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate or subsidiary companies.

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

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

Applicant Signature and Title



CEO

Sworn and subscribed before me this

14th day of January

Month 2020

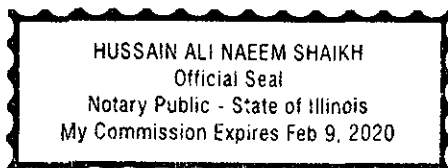
Year



Mark Rice, President

Signature of official administering oath

Print Name and Title



My commission expires on

FEB. 9, 2020



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service Affidavit Form (Version 1.07)

In the Matter of the Application of)

Energy CX, LLC)

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

Case No. 20 - -GA-AGG

County of

Laurel

State of

Illinois

Mark Rice

[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

[Signature] CEO

Sworn and subscribed before me this

14

day of

January

Month

2020

Year

[Signature]

Signature of Official Administering Oath

Mark Rice, President

Print Name and Title

HUSSAIN ALI NAEEM SHAIKH
Official Seal
Notary Public - State of Illinois
My Commission Expires Feb 9, 2020

My commission expires on

FEB. 9, 2020

Exhibit A-4 – “Names Under Which The Applicant Does Business In North America”

Energy CX, LLC (*the Applicant*) only transacts business under that name. As a closely held company, 100% of which is owned by Mark Rice, President of Energy CX, LLC, however, the Applicant is a sister company of Biofuels Technology, LLC d/b/a Energy Connection, which operates under that name in Illinois, New Jersey, and in Ohio itself (electric broker/aggregator certification only - License No. 19-1444E).

It is Energy CX, LLC's intention to use this new name and branding in all markets eventually, which may entail applying for a new electric broker/aggregator certification in Ohio and/or transitioning customer relationships from Energy Connection to Energy CX in markets in which both operate, in accordance with all federal and state statutes and regulations and the terms of any customer agreements.

Exhibit A-14 – “Principal Officers, Directors, and Partners”

Mark Rice, President
3501 Woodhead Dr., #5
Northbrook, IL 60062

Ellen Rice, Vice President
3501 Woodhead Dr., #5
Northbrook, IL 60062

Joel Birnbaum, Chief Financial Officer
3501 Woodhead Dr., #5
Northbrook, IL 60062

Exhibit A-15 – “Company History”

The ownership, management, structure, and offerings of Energy CX, LLC are identical to the information about Biofuels Technology, LLC d/b/a Energy Connection included below; the use of this new corporate entity is to ensure a unified brand with a name that is available for use in all of our current and potential state markets.

Corporate History

Coming from a long line of innovators and entrepreneurs in the energy and chemical industries, Mark Rice founded Biofuels Technology, LLC (*sister company of Energy CX, LLC or the Applicant*) in 2005 with the initial goal of eliminating waste from the biodiesel production process - an endeavor which involved salvaging glycerin and purifying it for resale. But after observing the potential within the emerging electric and gas industries, Mark decided to expand the company and launch a new division called "Energy Connection." Energy Connection would see exponential growth, tremendous success, and would subsequently become the heart of the company.

First licensed as a broker in Illinois in 2011, Energy Connection has since expanded to markets across the United States and manages over one billion kWh annually. We are currently transitioning most of the energy brokerage business to Energy CX, LLC, and are applying for new broker licenses through this company.

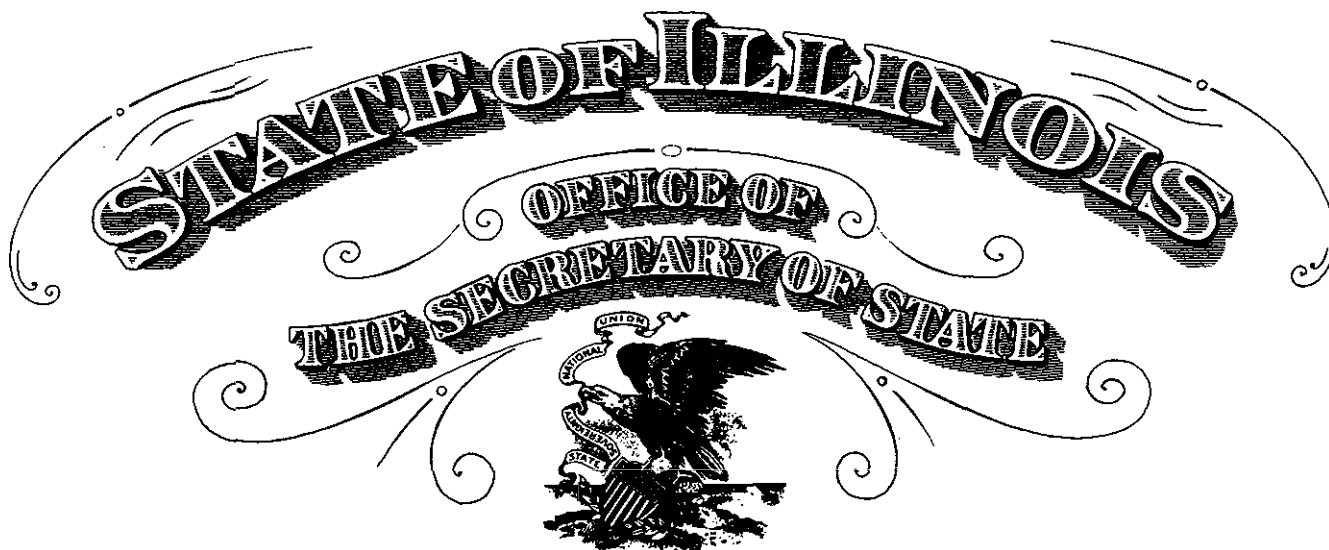
Mark is a trusted industry insider with decades of experience and has curated a team of fellow experts to ensure top-notch results and long-term customer relationships.

Exhibit A-16 – “Articles of Incorporation and Bylaws”

Please see Articles of Incorporation from Illinois Secretary of State on the following page.

File Number

0758710-4



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ENERGY CX, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON APRIL 29, 2019, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



***In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 29TH
day of MAY A.D. 2019 .***

Jesse White

SECRETARY OF STATE



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 29, 2019

0758710-4

MARK S. LITNER
111 W. WASHINGTON ST., STE 900
CHICAGO, IL 60602-0000

RE ENERGY CX, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF ORGANIZATION THAT CREATED YOUR LIMITED LIABILITY COMPANY. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS ANNIVERSARY MONTH NEXT YEAR. FAILURE TO TIMELY FILE MAY RESULT IN PENALTY AND DISSOLUTION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE REGISTERED OFFICE ADDRESS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

A LIMITED LIABILITY COMPANY THAT INTENDS TO PROVIDE A PROFESSIONAL SERVICE REGULATED BY THE ILLINOIS DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION MUST REGISTER WITH THAT AGENCY.

PUBLICATIONS/FORMS AND OTHER SERVICES ARE AVAILABLE ON OUR WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE
ILLINOIS SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

07587104

Form **LLC-5.5**
May 2018Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 251
Springfield, IL 62758
217-524-8608
www.cyberdriveillinois.comPayment must be made by certified
check, cashier's check, Illinois attorney's
check, C.P.A.'s check or money order
payable to Secretary of State.Illinois
Limited Liability Company Act
Articles of Organization**SUBMIT IN DUPLICATE**

Type or print clearly.

Filing Fee: \$150

Approved:

KJ

FILE #

This space for use by Secretary of State.

FILED

APR 29 2019

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company name (see Note 1): ENERGY CX, LLC
2. Address of principal place of business where records of the company will be kept: (P.O. Box alone or c/o is unacceptable.)
3501 WOODHEAD DR., #5, NORTHBROOK, IL 60062

3. Articles of Organization effective on: (check one)

☒ the filing date☐ a later date (not to exceed 60 days after the filing date): _____

Month, Day, Year

4. Registered agent's name and registered office address:

Registered agent:	<u>MARK</u>	<u>S.</u>	<u>LITNER</u>
(P.O. Box alone or c/o is unacceptable.)	First Name	Middle Initial	Last Name
Registered office:	<u>111</u>	<u>WEST WASHINGTON STREET</u>	<u>SUITE 900</u>
	Number	Street	Suite #
	<u>CHICAGO</u>	<u>IL</u>	<u>60602</u>
	City		ZIP

Note: The registered agent must reside in Illinois. If the agent is a business entity, it must be authorized to act as agent in this state.

5. Purpose(s) for which the Limited Liability Company is organized: (see Note 2)

The transaction of any or all lawful business for which Limited Liability Companies may be organized under this Act and/or exclusively for the purpose(s) stated below:

6. The duration of the company is perpetual unless otherwise stated. If the operating agreement provides for a dissolution date, enter that date here: _____

Month/Day

Year

LLC-8.5

7. Optional: Other provisions for the regulation of the internal affairs of the company: (If additional space is needed, use sheets of this size.)

8. The Limited Liability Company has or will have on the effective date of filing one or more members.

9. Name(s) and business address(es) of the manager(s) and any member with the authority of manager:

MARK RICE	3501 WOODHEAD DR., #5	NORTHBROOK	IL	60062
Name	Number & Street	City	State	ZIP
Name	Number & Street	City	State	ZIP
Name	Number & Street	City	State	ZIP
Name	Number & Street	City	State	ZIP
Name	Number & Street	City	State	ZIP

(If additional space is needed, use sheets of this size.)

10. Name and Address of Organizer(s):

I affirm, under penalties of perjury, having authority to sign hereto, that these Articles of Organization are to the best of my knowledge and belief, true, correct and complete.

Dated: APRIL 29, 2019
 Month/Day Year

1. Mark S. Litner
 Signature
 MARK S. LITNER, ORGANIZER
 Name and Title (type or print)

If organizer is signing for a company or other entity,
 state name of company or entity.

2. _____
 Signature

 Name (type or print)

If organizer is signing for a company or other entity,
 state name of company or entity.

1. 111 WEST WASHINGTON ST, STE 900
 Number Street
 CHICAGO
 City
 IL 60602
 State ZIP

2. _____
 Number Street

 City

 State ZIP

Note 1: The name must contain the term Limited Liability Company, LLC or L.L.C. The name cannot contain any of the following terms: "Corporation," "Corp.," "Incorporated," "Inc.," "Ltd.," "Co.," "Limited Partnership" or "LP." However, a limited liability company that will provide services licensed by the Illinois Department of Financial and Professional Regulation must instead contain the term Professional Limited Liability Company, PLLC or P.L.L.C. in the name.

Note 2: A professional limited liability company must state the specific professional service or related professional services to be rendered by the professional limited liability company.

Exhibit A-17 "Secretary of State"

Please see Certificate of Good Standing from Ohio Secretary of State on the following page.

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show ENERGY CX, LLC, an Illinois For Profit Limited Liability Company, Registration Number 4339635, filed on May 22, 2019, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 8th day of January, A.D. 2020.*

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202000802082

Exhibit B-1 – “Jurisdictions of Operation”

The ownership, management, structure, and offerings of Applicant Energy CX, LLC are identical to that of affiliate Biofuels Technology, LLC d/b/a Energy Connection. The use of this new corporate entity is to ensure a unified brand with a name that is available for use in all of our current and potential state markets.

State Licenses of Applicant

State	License Type	License Number	Status
ME	Gas Broker	Registered, no license number provided	Active
NH	Electric Aggregator	Docket No. DM 19-141	Active
NH	Gas Aggregator	Docket No. DM 19-140	Active
PA	Electric Broker	Docket No. A-2019-3011963	Active
PA	Gas Broker	Docket No. A-2019-3011398	Active
TX	Electric Broker	License No. BR190563	Active on Interim Basis
DC	Electric and Gas Broker	TBD	Application Pending
DE	Electric Broker	TBD	Application Pending
MA	Electric Broker and Gas Retail Agent	TBD	Application Pending
MD	Electric and Gas Broker	TBD	Application Pending
ME	Electric Broker	TBD	Application Pending
OH	Gas Broker	TBD	Application Pending

State Licenses of Affiliate Biofuels Technology, LLC d/b/a Energy Connection

State	License Type	License Number	Status
IL	Agent, Broker, Consultant	Docket No. 11-0489	Active
OH	Electric Broker	License No. 19-1444E	Active
NJ	Energy Agent and Energy Consultant	License Nos. EA-0552 and EC-0181	Active
ME	Gas Broker	Registered, no license number provided	Active
CA	Broker	N/A	License not required
NY	Broker	N/A	License not required

Exhibit B-2 – “Experience & Plans”

Energy CX, LLC (“Energy CX”) provides a range of non-commodity energy advisory services to customers, including energy procurement (through reverse auction platform); contract negotiation and management with retail supplier; market risk analysis and advice; energy data management and analysis; supply-side/demand-side management; and clean energy/energy efficiency financing and deployment.

Energy CX will at no time be taking title to natural gas. Applicant will serve only in the capacity of a Retail Natural Gas Broker and Retail Natural Gas Aggregator as defined in 4901:1-27 of the Administrative Code.

Energy CX will not be providing any billing statements to customers nor accepting prepayments or deposits. Customer inquiries and/or complaints can be handled directly by Energy CX as outlined below or through the customer’s local delivery company and/or competitive retail natural gas supplier.

Energy CX's sales channels are referral/relationship-based marketing and online marketing. Applicant will only work with PUC-certificated competitive retail natural gas suppliers and will monitor and comply with all applicable existing and future federal, state, and municipal statutes and regulations. Applicant will respond to customer inquiries and complaints in accordance with industry best practices and the regulations of the PUC. If any complaints or concerns should arise from customers or potential customers, Applicant customer service can be reached at 1-833-998-0830 (toll-free) or ellen@energycx.com.

Energy CX hereby states that it will respond to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4929.22 of the Ohio Revised Code and contained in Chapter 4901:1-29 of the Administrative Code.

Exhibit B-3 –“Summary of Experience”

Applicant’s affiliate Energy Connection was first licensed as a broker in Illinois in 2011, has since expanded to markets across the United States and manages over one billion kWh annually on the electric side. We are currently transitioning most of the energy brokerage business to Energy CX. LLC and are applying for new broker licenses through this company.

Products & Services

Electricity Brokerage

- Fixed Price Solutions
- Flexible Index Solutions
- Block Solutions
- Peak Load Management

CPower Load Response

- Automated Load Control
- Demand Response
- Ancillary Services
- Economic Programs

Renewable Energy

- Solar
- Renewable Energy
- Certificates (RECs)
- Generation Development

Natural Gas Brokerage

- Fixed Price
- Fixed Basis
- Index

Energy Efficiency

- HVAC Infrastructure
- Building Automation &
- Analytics
- Light & Controls
- CHP

Onsite Generation

- Solar Solutions
- Fuel Cells
- Batteries & Storage
- Back-up/Emergency Generation
- Cogeneration

Customers Served

In Illinois, in 2018, Applicant’s affiliate Biofuels Technology, LLC d/b/a Energy Connection brokered retail electricity supply service on behalf of the alternative retail electricity suppliers it represents to 846 non-residential customers and 485 residential customers.

Exhibit B-3 – "Summary of Experience" (cont.)

Representative List of Customers



Exhibit C-1 – “Annual Reports”

Energy CX, LLC is not a publicly traded company and does not produce annual reports.

Exhibit C-2 – “SEC Filings”

Energy CX, LLC is not a publicly traded company and is not required to make SEC filings.

Exhibit C-3 – “Financial Statements”

Financial statements are provided under seal and separate cover.

Exhibit C-4 – “Financial Arrangements”

Energy CX, LLC is seeking to receive certification as a broker/aggregator of natural gas services only and will not take title to natural gas in the state of Ohio. As such, the requirement to demonstrate financial arrangements to conduct competitive retail natural gas service as a business activity is not applicable to Energy CX, LLC.

Exhibit C-6 – “Credit Rating”

N/A

Exhibit C-8 – “Bankruptcy Information”

Energy CX, LLC has not made any bankruptcy filings nor undergone any reorganization.

Exhibit C-9 – “Merger Information”

Energy CX, LLC has never merged or otherwise been reorganized.

Exhibit C-10 – “Corporate Structure”

The ownership, management, structure, and offerings of Energy CX, LLC (*Applicant*) are identical to the information about Biofuels Technology, LLC d/b/a Energy Connection.

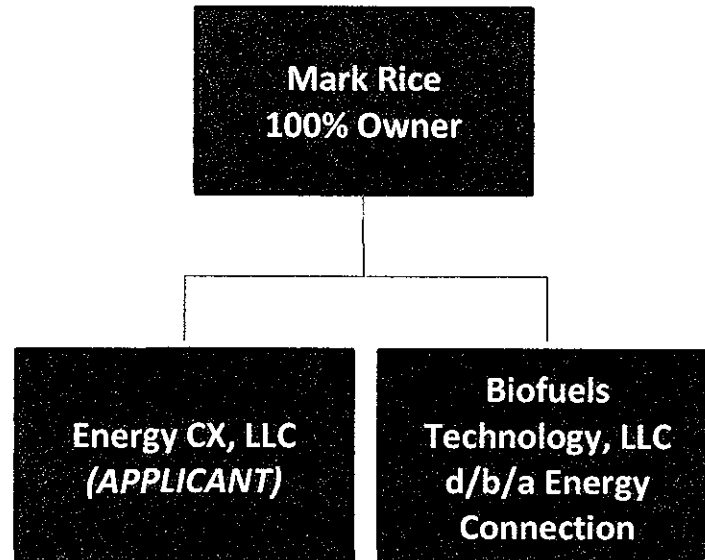


Exhibit D-1 – “Operations”

Energy CX, LLC (“Energy CX”) provides a range of non-commodity energy advisory services to customers, including energy procurement (through reverse auction platform); contract negotiation and management with retail supplier; market risk analysis and advice; energy data management and analysis; supply-side/demand-side management; and clean energy/energy efficiency financing and deployment. Energy CX’s team, has established business processes and systems to manage all aspects of brokering natural gas and other products and services.

Energy CX's sales channels are referral/relationship-based marketing and online marketing. Applicant will only work with PUC-certificated competitive retail natural gas suppliers and will monitor and comply with all applicable existing and future federal, state, and municipal statutes and regulations. Applicant will respond to customer inquiries and complaints in accordance with industry best practices and the regulations of the PUC. If any complaints or concerns should arise from customers or potential customers, Applicant customer service can be reached at 1-833-998-0830 (toll-free) or ellen@energycx.com.

All consumer interactions engaged in by Energy CX are conducted with the highest degree of professionalism, in accordance with industry best practices and in full compliance with federal, state, and municipal statutes and regulations as well as the regulations of the Public Utilities Commission of Ohio.

Exhibit D-2 – “Operations Expertise”

Energy CX, LLC (“Energy CX”) and its team have decades of experience, significant purchasing power, full market coverage, and a reverse auction platform which gives customers access to the lowest real-time energy prices available from our national supplier network (80+). Energy CX offers a wide range of energy management and sustainable services for a one-stop shop particularly focused on commercial and industrial customers’ energy needs.

Case Studies of Clients Served by Energy CX / Energy Connection Team

Client:	Nationally Recognized Data Center
Details:	3 million sq. feet of data center holdings.
Obstacles:	Excess Transactional Charges & High Commodity Price
Results:	Generated \$600,000 in savings over the first year
Strategy:	After an analysis of one of their accounts, our team discovered that the client had suspiciously high capacity Peak Load Contribution (PLC) values. These accounts' PLCs drove the all-in rate to 25 cents per kWh (triple the utility rate). By working with the utility to update the clients' PLC values, our team saved our customer an additional \$21,000.
Client:	Nationally Recognized Radiology Lab
Details:	300 Locations, 10 utilities, 5 States
Obstacles:	Unaware of current contract situations.
Results:	Generated \$700,000 in Savings over the first year
Strategy:	Energy CX gathered 12 months' worth of bills for every account. We worked directly with suppliers to obtain exact contract data, organized the contract data in a dynamic database, and shared with both corporate and site management.

Exhibit D-3 – “Key Technical Personnel”

Please see below for the resumes of the following key technical personnel.

Mark Rice, President
3501 Woodhead Dr., #5
Northbrook, IL 60062

Nathan Rice, Vice President
2545 W Diversey Ave.
Chicago, IL 60647

Miles Rice, Managing Partner
2545 W Diversey Ave.
Chicago, IL 60647

Max Rice, Operations Manager
2545 W Diversey Ave.
Chicago, IL 60647

EDUCATION

University of Texas
Major: History

Austin, TX
1981-1985

EXPERIENCE

Brachman Companies
Managing Director

Fort Worth, TX
1985-1987

Engaged in commercial real estate, oil and gas drilling and production, investment management, and operations for a manufacturer in Haiti.

Chicago Mercantile Exchange
Member

Chicago, IL
1987-1989

Proprietary trader in the S and P, Eurodollar, and currencies. Taught CME trading courses serving on various CME committees.

JP Morgan Chase
Senior Managing Director

Chicago, IL
1989-1991

Traded and brokered public equities.

Rice Opportunity Fund, LLC
Owner, Operator

Chicago, IL
1992-Present

Originally the Dot Com Fund - a technology hedge fund investing in private and public equities.

Biofuels Technology, LLC

Chicago, IL
2005- Present

Biodiesel, specialty chemicals manufacturing and distribution.

LEADERSHIP

Northshore Griffin Football
Head Coach

Glencoe, IL
2004- 2013

- Developed practice schedules for 6-9-year-old team; 8-2 record and finished 2nd place overall in 2015
- Met with each player to discuss their reasons for playing and to discuss the skills they wanted to develop

ADDITIONAL INFORMATION

Skills: Business & Marketing strategy, relationship management, organization

Modeling: Trained in valuation techniques through *Training The Street* self-study course; covered Comparable Companies, Discounted Cash Flow Analysis and Leveraged Buyout Analysis

Proficiencies: Salesforce, Microsoft Excel, PowerPoint, presentation skills, financial analysis

Interests: Game Theory, Government Theory, Human Behavior, Financial Markets, Fibonacci Sequence

Nathan Rice

Energy Connection, Vice President

May 2016 – Present

Founded in 2005, Energy Connection is an energy advisory firm that procures the lowest electric and natural gas prices for its customers and provides value-add services to deliver a holistic energy experience.

EC's decades of experience, purchasing power, full market coverage, and reverse auction platform gives customers access to the lowest real-time energy prices available from our national supplier network (70+). EC offers a wide range of energy management and sustainable services for a one-stop shop for all your energy needs.

Kitchen Cycle, Head of Business Operations

Jan 2015 – May 2016

We are an open box appliance dealer that specializes in wholesale transactions of discounted appliances and cabinets to contractors, remodelers, designers, and apartment developers.

Sterling Partners, Private Equity Intern

Jun 2015 – Aug 2015

Big Ten Network, Marketing Intern

Jun 2014 – Aug 2014

The Dot Com Fund, Hedge Fund Analyst Intern

Jan 2014 – Feb 2014

JDI Realty, Business Analyst Intern

Jun 2013 – Aug 2013

EDUCATION

DePauw University, B.A., Economics

2012-2016

MILES RICE

EXPERIENCE

Energy Connection

Managing Partner

Account Representative

Dec 2012 – Present

Providing energy solutions to lower commercial customers' and end users' energy consumption and cost.

Lupo Futures

Equity Derivatives Trading Analyst

Sep 2017 – Present

Stoic Equity

Founder

Jul 2017 – Present

Investment fund focused on working with small growth companies in the Chicagoland area.

Max Rice for Congress 2018 (9th District)

Treasurer

Apr 2017 – Present

Kitchen Cycle, LLC

Founder

Feb 2015 – Dec 2017

Kitchen Cycle is a whole distributor of unsold inventory for appliance manufacturers. Partners include Sub Zero - Wolf, LG, Blue Star, Whirlpool Corp and Samsung.

Melvin Realty, LLC

Founder

Feb 2015 – Sep 2016

Flipping and renovating homes in the surrounding areas of Chicago.

Sellvage One LLC

Managing Partner

Jun 2014 – Jan 2015

Specialized in reselling remodelers clients old household items.

EDUCATION

Northwestern University

Economics - 2016

MAX RICE

EXPERIENCE

Energy Connection

Operations Manager

Aug 2011 - Present

Operations management and support.

Chicago Film Series/Weekend

Co-Founder/Event Coordinator

Nov 2013 - Present

A professionally judged competitive film event.

Pious Pythias Productions

Producer and Director

Feb 2013 - Present

Non-for-profit documentaries, interviews, PSA's, and other educational content.

CrGenius Creative Consulting

Creative Consultant

Aug 2012 - Present

On an hourly or equity equivalent basis, we can help you in strategy, press, video, legal, auditing, negotiation, investigation, perspective, and/or open ears to vent on.

The New Modern Jazz Matrix

Co-Founder

Oct 2013 - Oct 2015

A majority veteran's organization, we provide entertainment for external and internal fundraising events. Additionally, proliferating copies of the Declaration of Independence and Constitution.

EDUCATION

Columbia College Chicago

2012-2013

Film and Fiction

University of Texas at Austin

2010 - 2012

Communications