Ohio Public Utilities Commission

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Date Received	Case Number	Version			

May 2016

20-920-EL-AGG

CERTIFICATION APPLICATION FOR ELECTRIC

AGGREGATORS/POWER BROKERS

Please type or print all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-13 - 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, 13th Floor, 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. <u>APPLICANT INFORMATION</u>

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	Smart Columbus Energy LLC
Address	150 S Front St Suite #200 Columbus Ohio 43215
Telephone No.	Web site Address

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

Legal Name	Smart Columbus Energy LLC	
Address	150 S Front St Suite #200 Columbus Ohio 43215	
Telephone No.	Web site Address	

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

Smart	Columbus	Energy	IIC
omart	Conumbus	LICIEV	LLC

A-5 Contact person for regulatory or emergency matters:

 Name
 Mark Patton

 Title
 VP Smart Cities

Business Address	150 S Front St Suite	#200 Columb		
Telephone #	650-269-3080	Fax #	614-225-9300	
Email Address (if an	y) mp@columbusp	partnership.co	om	

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

Name	Zach McGuire		
Title	Associate Director		
Business Address	150 S Front St Suite #20		
Telephone #	614-551-1021	Fax # 614-225-9300	
Email Address (if an	ny) zm@columbuspart	nership.com	

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

Customer service address	170 Civic Center Dr, Columbus Ohio 43215		
Toll-Free Telephone #	614-223-2170	Fax #	614-225-9300
Email Address (if any)	smartcity@columbuspartnership.com		

A-8 Applicant's federal employer identification number #85-0551857

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

Sole Proprietorship	Partnership
Limited Liability Partnership (LLP)	☑ Limited Liability Company (LLC)
Corporation	Other

A-10 (Check all that apply) Identify each electric distribution utility certified territory in which the applicant intends to provide service, including identification of each customer class that the applicant intends to serve, for example: residential, small commercial, mercantile commercial, and industrial. (A mercantile customer, as defined in (A) (19) of Section 4928.01 of the Ohio 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.)

✓ First Energy	✓ Residential	Commercial	Mercantile	✓ Industrial
🗹 Ohio Edison	Residential	Commercial	Mercantile	🗹 Industrial
☑ Toledo Edison	Residential	Commercial	Mercantile	☑ Industrial
☑ Cleveland Electric Illuminating	Residential	Commercial	Mercantile	🗹 Industrial
☑ Duke Energy	☑ Residential	Commercial	Mercantile	🗹 Industrial
🗹 Monongahela Power	☑ Residential	Commercial	Mercantile	🗹 Industrial
🗹 American Electric Power	Residential	Commercial	Mercantile	☑ Industrial
☑ Ohio Power	Residential	Commercial	Mercantile	☑ Industrial
☑ Columbus Southern Power	Residential	Commercial	Mercantile	☑ Industrial
🗹 Dayton Power and Light	Residential	Commercial	Mercantile	☑ Industrial

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

May 2020

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-12 <u>Exhibit A-11 "Principal Officers, Directors & Partners</u>" provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-13 <u>Exhibit A-13 "Company History</u>," provide a concise description of the applicant's company history and principal business interests.
- A-14 <u>Exhibit A-14 "Articles of Incorporation and Bylaws</u>," 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 <u>Exhibit A-15 "Secretary of State</u>," provide evidence that the applicant has registered with the Ohio Secretary of the State.

B. <u>APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE</u>

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- **B-1** <u>Exhibit B-1 ''Jurisdictions of Operation</u>,'' 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** <u>**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.</u>

- **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** Disclose whether the applicant, 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-5** Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service denied, curtailed, suspended, revoked, or cancelled within the past two years.
 - 🗹 No 🗌 Yes

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

C. <u>APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE</u>

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 <u>Exhibit C-1 "Annual Reports</u>," 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.
- C-2 <u>Exhibit C-2 "SEC Filings</u>," provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.

- C-3 <u>Exhibit C-3 "Financial Statements</u>," 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 <u>Exhibit C-4 "Financial Arrangements</u>," 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 <u>Exhibit C-5 "Forecasted Financial Statements</u>," 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, e-mail 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 <u>Exhibit C-6 "Credit Rating,"</u> 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 <u>Exhibit C-7 "Credit Report,"</u> 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 <u>Exhibit C-8 "Bankruptcy Information,"</u> 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** <u>Exhibit C-9 "Merger Information,"</u> 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.

Mark Patton 👼					
Signature of Applicant & Title					
Sworn and subscribed before me this	21st	_day of _	April,	2020	
Tina M. Stinard-Waters		P		TINA M. STINARD-WATERS Notary Public, State of Otio My Commission Expires April 2, 2022	
My commission e	xpires	on	and a state of the		

AFFIDAVIT

	OHIO	
State of		

 $\frac{\text{Pickerington}}{(\text{Town})} \text{ ss.}$

County of ______

Mark Patton		being duly sworn/affirmed according to law, deposes and says that:	
He/She is the _	Vice President	Smart Columbus Energy, LLC (Office of Affiant) of (Name of Applica	ant)

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.

Mark Patton 💹 .				
Sworn and subscribed before me this	21st	day of	April	2020
Tina M. Stinard-Waters 🛛 👼		_ • _	Month	Year
Signature of official administering oa	th			TINA M. STINARD-WATERS Notary Public, State of Ohio My Commission Expine April 2, 2022
My con	nmission e	xpires on	Color of	

EXHIBIT A-12

Smart Columbus Energy LLC

Principal Officers, Directors, & Partners

Mark Patton VP Smart Cities 150 S Front Street, Suite #200 Columbus, OH 43215 Telephone No. 650-269-3080 E-mail: mp@columbuspartnership.com

EXHIBIT A-13 Smart Columbus Energy LLC

Company History

Smart Columbus Energy LLC (SCE) was formed in 2020 to provide clean energy solutions to companies in the Central Ohio region through electricity aggregation. Smart Columbus utilizes its industry partnerships and membership to scale buying power to offer cost effective clean energy for participating customers.

SCE is a non-profit LLC with a team of directors and advisers that are made up of experts in corporate sustainability, energy procurement and electricity supply generation. SCE's team has years or experience in creating successful corporate sustainability campaigns and project management, delivering high value return to its clients.

EXHIBIT A-14 Smart Columbus Energy LLC

Articles of Incorporation and Bylaws

DATE 03/23/2020 DOCUMENT ID DESC 202007903500 LIMITE

DESCRIPTION LIMITED LIABILITY COMPANY - RESTATEMENT (LRA)
 FILING
 EXPED
 CERT
 COPY

 50.00
 0.00
 0.00
 0.00

Receipt

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

BRICKER & ECKLER LLP 100 S. THIRD ST. COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose 4449042

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

SMART COLUMBUS ENERGY, LLC

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

Document(s)

LIMITED LIABILITY COMPANY - RESTATEMENT Effective Date: 03/19/2020 Document No(s): 202007903500



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 23rd day of March, A.D. 2020.

Junk Johne

Ohio Secretary of State

Form 543A Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910 <u>OhioSoS.gov</u> | <u>business@OhioSoS.gov</u> File online or for more information: <u>OhioBusinessCentral.gov</u>

Domestic Limited Liability Company Certificate of Amendment or Restatement Filing Fee: \$50 Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

(2) Domestic Limited Liability Company		
X Restatement (142-LRA)		
03/10/2020		
Date of Formation (MM/DD/YYYY)		

The undersigned authorized representative of:

SMART COLUMBUS ENERGY, LLC

Name of Limited Liability Company

4449042

Registration Number

If box (1) Amendment is checked, only complete sections that apply. If box (2) Restatement is checked, all sections below must be completed.

The name of said limited liability company shall be:

SMART COLUMBUS ENERGY, LLC

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Itd." or "Itd"

This limited liability company shall exist for a period of:

PERPETUAL

Period of Existence

Purpose

See Exhibit A attached hereto and made a part hereof.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by a member, manager or other representative.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box. MARK PATTON

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

SMART COLUMBUS ENERGY, LLC (the "Company")

EXHIBIT A

The Company is organized exclusively for nonprofit purposes within the meaning of section 5701.14 of the Revised Code and section 5703-29-10 of the Ohio Administrative Code. Accordingly, the Company shall not be operated for the pecuniary gain or profit of, and its net earnings or any part of its net earnings are not distributable to, its members, its directors, its officers, or other private persons, except that the payment of reasonable compensation for services rendered, payments and distributions in furtherance of the Company's nonprofit purpose, and the distribution of assets on dissolution permitted by section 1702.49 of the Revised Code are not pecuniary gain or profit or distributions to the Company's members shall be permissible as long as all of the members of the Company are operating with a nonprofit purpose.

To the extent consistent with the foregoing purposes and restrictions, the Company: (i) may engage in any lawful act or activity in which a nonprofit limited liability company may be engaged under Chapter 1705 of the Ohio Revised Code; and (ii) shall have and exercise all powers, rights and privileges conferred by the laws of Ohio on nonprofit limited liability companies under Chapter 1705 of the Ohio Revised Code.

EXHIBIT A-15 Smart Columbus Energy LLC

Secretary of State

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 SMART COLUMBUS ENERGY, LLC, an Ohio Not For Profit Limited Liability Company, Registration Number 4449042, was organized within the State of Ohio on March 10, 2020, 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 21st day of April, A.D. 2020.

1 for

Ohio Secretary of State

Validation Number: 202011200656

Exhibit B-1 Smart Columbus Energy LLC Jurisdictions of Operation

Smart Columbus Energy (SCE) is not currently certified, licensed, registered, or otherwise authorized to provide wholesale or retail electric services including aggregation services. Ohio is the first state in which SCE is applying for certification.

Exhibit B-2 Smart Columbus Energy LLC

Experience & Plans

Associates, partners and advisers of Smart Columbus Energy (SCE) have decades of experience in contracting with customers across different industries, including electricity. SCE builds strong relationships between energy suppliers and their customers and will advocate and assure customers receive the best value for their needs.

SCE leverages its ability to build large coalitions to scale buying power to ultimately create high value, competitively priced, clean energy for its customers. Without the ability to scale buying power, clean energy is not financially feasible for many companies and organizations. With SCE, customers are able to access pricing for clean energy from Ohio assets they otherwise would not receive on their own. SCE also provides a simple, turn-key solution for companies to purchase electricity from assets in Ohio and in turn, meet many of their carbon reporting and environmental, social, and governance goals, without the high transaction costs associated with procuring clean power directly from project developers.

SCE will offer advisory services in regard to clean energy procurement to customers. SCE will provide guidance to customers on any incentives or disincentives from a financial or regulatory perspective.

SCE's team has a longstanding history or working through complex issues with corporate partners, and is prepared to solve any issues, however unlikely, that occur.

Exhibit B-3 Smart Columbus Energy LLC Summary of Experience

Smart Columbus Energy's partners and advisers have years of experience in Ohio aggregation, and SCE will leverage that experience to deliver high quality service to customers. The Associate Director has multiple years of experience in energy sales and marketing. This person also has years of experience working with electric utilities, energy suppliers and large organizations. The VP of Smart Cites has decades of experience in sales and marketing, and has held multiple CEO roles. Advisers have decades of experience with energy aggregation in Ohio.

Exhibit B-4 Smart Columbus Energy LLC Disclosure of Liabilities and Investigations

There are no 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.

Exhibit C-1 Smart Columbus Energy LLC Annual Reports

Smart Columbus Energy LLC is not a publicly traded company, so there are no annual reports.

Exhibit C-2 Smart Columbus Energy LLC SEC Filings

Smart Columbus Energy is a private non-profit organization, so there are no SEC filings.

Exhibit C-3 Smart Columbus Energy LLC *Financial Statements*

Smart Columbus Energy LLC's financial statements have been filed under seal.

Exhibit C-4 Smart Columbus Energy LLC *Financial Arrangements*

Not applicable

Exhibit C-5 Smart Columbus Energy LLC Forecasted Financial Statements

Smart Columbus Energy LLC's forecasted financial statements have been filed under seal.

Exhibit C-6 Smart Columbus Energy LLC *Credit Rating*

Smart Columbus Energy LLC does not have a credit rating.

Exhibit C-7 Smart Columbus Energy LLC *Credit Report*

Smart Columbus Energy LL does not have a credit report.

Exhibit C-8 Smart Columbus Energy LLC Bankruptcy Information

Smart Columbus Energy LLC has no applicable bankruptcy information.

Exhibit C-9 Smart Columbus Energy LLC *Merger Information*

Smart Columbus Energy LLC has no applicable merger information.

Exhibit C-10 Smart Columbus Energy LLC Corporate Structure

Smart Columbus Energy LLC (SCE) is a sole member nonprofit LLC, with its sole member being the Columbus Partnership. SCE is physically located in Columbus, Ohio.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

4/21/2020 5:22:35 PM

in

Case No(s). 20-0920-EL-AGG

Summary: Text Smart Columbus Energy LLC Certification Application For Electric Aggregators/Power Brokers electronically filed by Teresa Orahood on behalf of Dylan F. Borchers