

12-1925-GA-AGG

PUCO USE ONLY - Version 1.07		
Date Received	Case Number	Certification Number
	- GA-AGG	

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-16 - 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 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 American Utility Management, Inc.
Address 333 E. Butterfield Rd., 3rd Floor Lombard, IL 60148
Telephone No. 630-218-1400 Web site Address www.aum-inc.com

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

Name American Utility Management, Inc.
Address No physical location in Ohio
Web site Address www.aum-inc.com Telephone No. 630-218-1400

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

American Utility Management, Inc.
AUM
AUM Real Time Billing Solutions, Inc.

A-5 Contact person for regulatory or emergency matters:

Name Jeff Peterson & Dimitris Kapsis Title Secretary/General Counsel & Chief Energy Officer
Business Address 333 E. Butterfield Rd., 3rd Floor Lombard, IL 60148
Telephone No. 630-218-1400 Fax No. 630-218-1401 Email Address dkapsis@aum-inc.com

RECEIVED-DOCKETING DIV
2012 JUN 25 PM 3:45
PUCO
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.
2012 JUN 25 PM 2:52
Date Processed
Technician

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

Name Dimitris Kapsis Title Chief Energy Officer
Business address 333 E. Butterfield Rd., 3rd Floor Lombard, IL 60148
Telephone No. 630-218-1445 Fax No. 888-493-9454 Email Address dkapsis@aum-inc.com

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

Customer service address PO Box 4957 Oak Brook, IL 60522-4957
Toll-Free Telephone No. 630-218-1445 Fax No. 888-493-9454 Email Address dkapsis@aum-inc.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 International Corporate Solutions, Inc. Title Foreign Corporation's Registered Agent
Business address 904 Master Drive Galloway, OH 43026
Telephone No. 646-306-4270 Fax No. 518-452-0822 Email Address www.corpsolutions.com

A-9 Applicant's federal employer identification number 36-3988580

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 type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Dominion East Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Duke Energy Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input 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 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 issuance of License
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	Upon issuance of License
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	Upon issuance of License
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	Upon issuance of License

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 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale natural gas or electricity to customers in North America.
- A-16 Exhibit A-16 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-17 Exhibit A-17 "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-18 Exhibit A-18 "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 applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
- C-2 Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 whether the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer-certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer-certified financial statements covering the life of the business.
- C-4 Exhibit C-4 "Financial Arrangements,"** provide copies of the applicant's current financial arrangements to conduct competitive retail natural gas service (CRNGS) as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.)
- C-5 Exhibit C-5 "Forecasted Financial Statements,"** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant's CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

- 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, 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.
- 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.
- 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 since applicant last filed for certification.
- C-9 Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant since applicant last filed for certification.

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

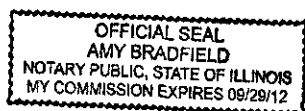
- D-1 Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business functions.
- D-2 Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical 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.

 EVI (Gunn) (V. 10/11)
Applicant Signature and Title

Sworn and subscribed before me this 21 day of June Month 2012 Year


Signature of official administering oath

Amy Bradfield
Print Name and Title



My commission expires on

9-29-12



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service Affidavit Form (Version 1.07)

In the Matter of the Application of)

American Utility Management, Inc.)

for a Certificate or Renewal Certificate to Provide)

Competitive Retail Natural Gas Service in Ohio.)

Case No.

-

-GA-AGG

County of DuPage

State of Illinois

Jeff Peterson

[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

Jeff Peterson EVR & General Counsel

Sworn and subscribed before me this

21

day of

June

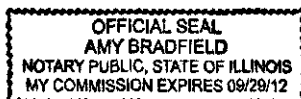
Month

2012

Year

Amy Bradfield
Signature of Official Administering Oath

Amy Bradfield
Print Name and Title



My commission expires on

9-29-12

(CRNGS Broker/Aggregator -Version 1.07) Page 7 of 7

A. APPLICANT INFORMATION EXHIBITS

Exhibit A-14 Principal Officers, Directors & Partners

Michael Miller: Chief Executive Officer: mmiller@aum-inc.com

Mr. Miller joined AUM in 2000 as an Executive Vice President and was named President in 2001. Before joining AUM, Michael worked in property management and was Vice President, Asset Management for AMLI Residential Properties, a Chicago-based REIT.

Michael oversaw the expansion of AUM from a small regional utility conservation company, focused on resident billing and utility submetering services, to a national energy management services provider offering invoice processing and energy procurement services.

In addition to his responsibilities as President of AUM, Michael serves on the Board of Directors of the National Multi Housing Council (NMHC); a participating member of the Data Taxonomy Group funded by the MacArthur Foundation, and has held similar positions with industry groups such as the Chicagoland Apartment Association.

Bob Malpasuto: Chief Financial Officer: malpo@aum-inc.com

Mr. Malpasuto joined AUM in July, 2000 as Executive Vice President of Finance and Technology. Before this he spent five years at AMLI Residential Properties as Chief Information Officer. Prior to joining AMLI, Bob spent four years at Starwood Lodging as Director of Financial Development.

With his financial and technological expertise, Bob has helped AUM develop the multifamily industry's leading platform for resident billing and utility management services. By employing a robust and infinitely scalable Oracle-based system, AUM is the only provider in the industry housing all of these services on the same platform.

In addition to overseeing systems development at AUM, Bob helped create our highly sophisticated Invoice Processing Service, which today processes more than 50,000 invoices a month while eliminating late fees and capturing consumption and cost data to a degree and detail that is unmatched in the multifamily industry.

Dave Carpenter: Chief Strategic Officer: dcarpenter@aum-inc.com

Mr. Carpenter is the product development executive responsible for the creation and enhancement of strategic processes, systems, interfaces and reports of all AUM Products and Services. He is our resident expert in bill payment, system interfaces and data exchange, submetering, web and custom reporting, vacant cost recovery and utility invoice data capture and analysis.

Dave came to AUM in 2002 from Higgins Development, where he provided civil engineering services for residential and commercial properties. He began at our engineering department, where he handled meter installation, repairs, billing and customer support. In this role, he developed the multi-housing industry's first meter diagnostic report. In 2005, Dave initiated invoice pay processing services for AUM that build, test and implement interfaces, controls procedures, work flows, staffing, and metrics.

Dimitris Kapsis: Executive Vice President and Chief Energy Officer: dkapsis@aum-inc.com

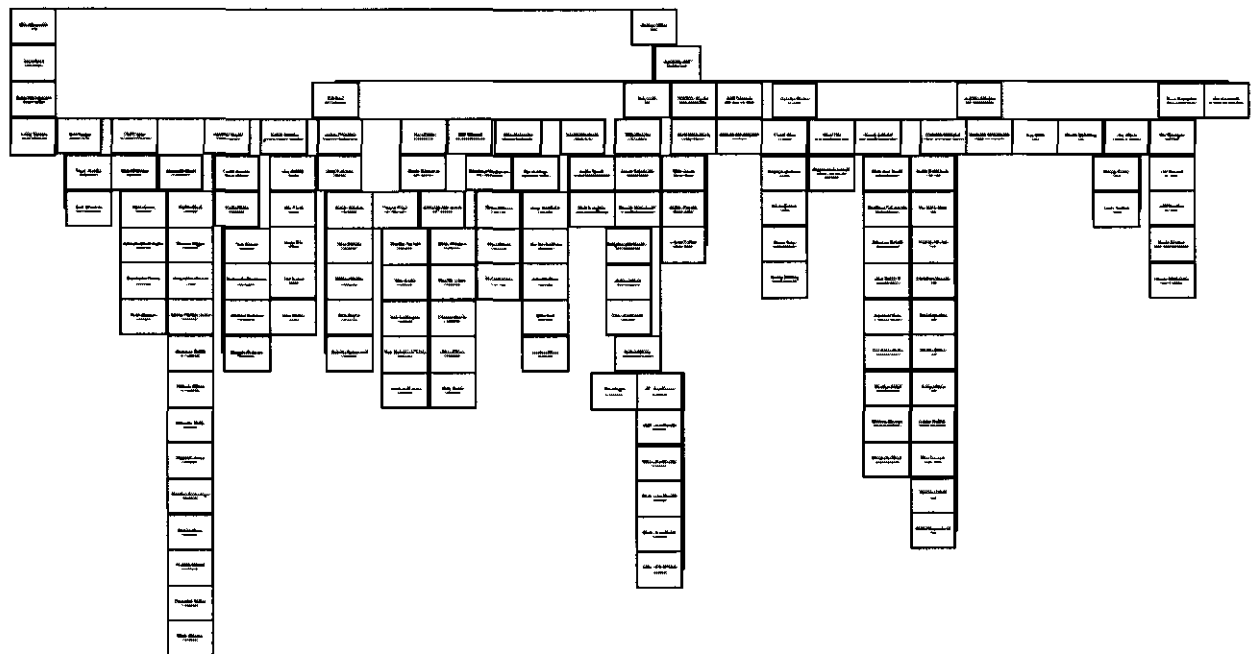
Before joining AUM in 2008, Mr. Kapsis worked in the property Management industry and served as Director, Energy management for Archstone, a Denver-based property ownership and management firm.

Dimitris has helped AUM grow into a national energy management services provider that offers energy management planning, facilities audits and energy procurement services.

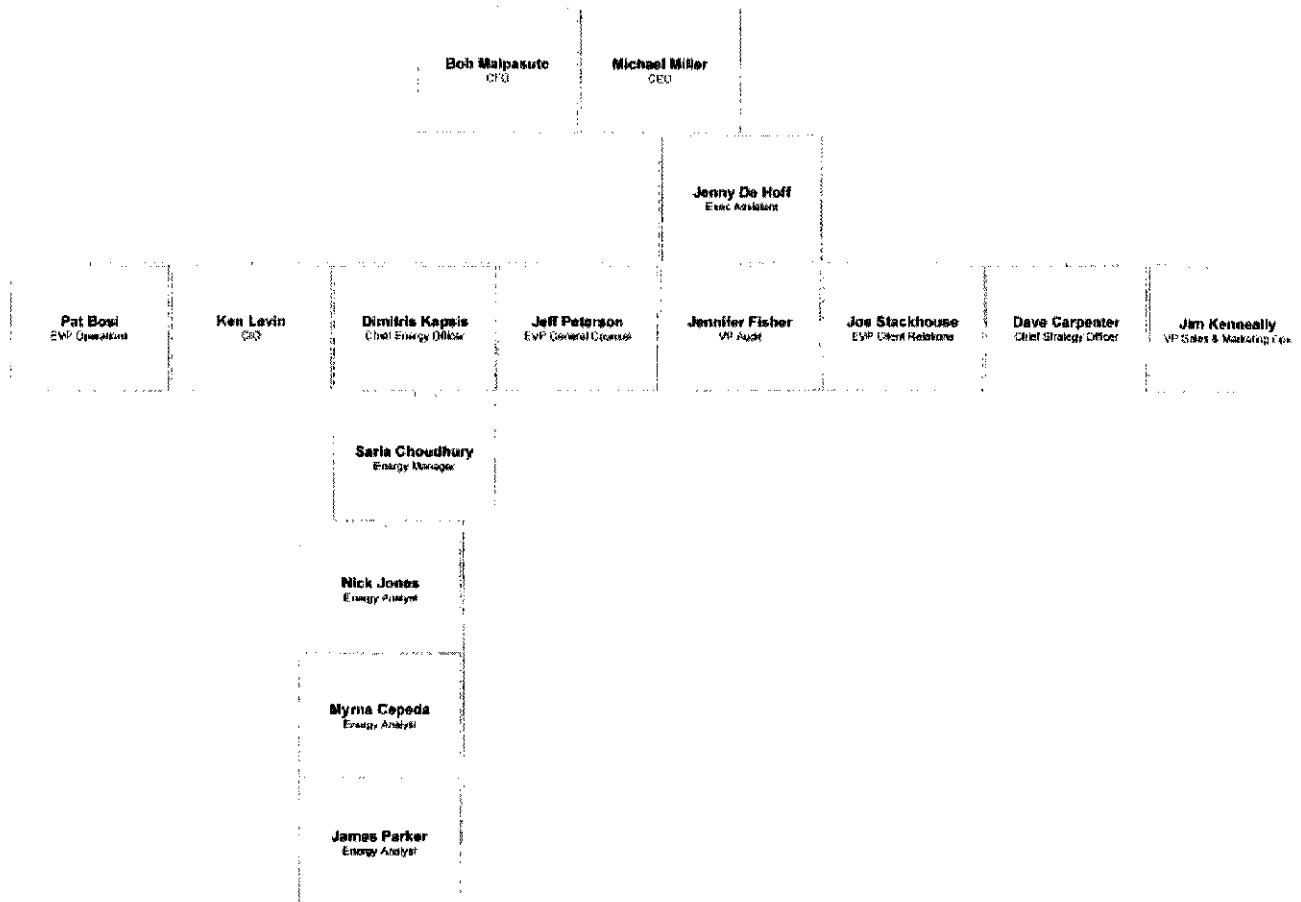
Dimitris is also active in the Association of Energy Engineers (AEE) and the American Society of Heating, Refrigerating and Air-Conditioning (ASHRE). He also holds several professional certifications, including Certified Energy Manager (CEM®) and Certified Energy Procurement Professional (CEP®).

Exhibit A-15 Corporate Structure

American Utility Management, Inc. is a privately owned Illinois corporation. American Utility Management Inc.'s Organizational Chart as of May 7, 2012 is listed below and on page 11. The organizational chart below lists all departments and employees, while page 11 is enlarged to show only the Executives and the Energy Management Department consisting of the Chief Energy Officer, Energy Manager and Energy Analysts. American Utility Management Inc. is **not** affiliated and does **not** have any subsidiary companies that supply retail or wholesale electricity or natural gas to customers and companies that aggregate customers in North American.



AUM Organizational Chart as of May 7 2012



AUM Organizational Chart as of May 7 2012

Exhibit A-16 Company History

AUM OVERVIEW : The Company

Founded in 1994, American Utility Management (AUM) is the premier Energy Services and Utility Management partner to the multifamily industry. We are the only company to provide full service, turnkey Energy Management, Invoice Processing, and Resident Services under one roof. When you couple our cutting edge, Oracle energy platform with our seasoned experts to focus on your energy and utility opportunities....you have the Power of One.

AUM's 145 employees currently serve nearly 2,400 apartment communities in 40 states. The Company generates more than 380,000 resident statements monthly representing over \$70 million in recovered costs for multifamily owners. Additionally, AUM processes approx 60,000 utility and energy invoices monthly on behalf of its Client Partners, averaging 99.9% on-time payment and 99.7% data capture accuracy.



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Exhibit A-17 Articles of Incorporation and Bylaws

American Utility Management Inc.'s Articles of Incorporation as attached herein.

Form BCA-2.10		ARTICLES OF INCORPORATION
(Rev. Jan. 1987)		This space for use by Secretary of State
George H. Ryan Secretary of State Department of Business Services Springfield, IL 62786	FILED NOV 21 1994 GEORGE H. RYAN SECRETARY OF STATE	PAID NOV 21 1994
Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."		SUBMIT IN DUPLICATE This space for use by Secretary of State Date <u>11-21-94</u> Franchise Tax \$ <u>25.00</u> Filing Fee \$ <u>75.00</u> Approved: <u>MA</u>

1. CORPORATE NAME: American Utility Management, Inc.

(The corporate name must contain the word "corporation", "company", "incorporated", "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Whitley A Smith
First Name Middle Initial Last Name
Initial Registered Office: 290 Newark Lane
Number Street Suite #
Hoffman Estates, IL 60194 Cook
City Zip Code County

3. Purpose or purposes for which the corporation is organized:
(If not sufficient space to cover this point, add one or more sheets of this size.)

The transaction of any or all lawful purposes for which corporations may be incorporated under the Illinois Business Corporation Act of 1983.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ 1.00	10,000	1,000	\$ 1,000.00
TOTAL = \$ 1,000.00				

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
(If not sufficient space to cover this point, add one or more sheets of this size.)

EXPEDITED

NOV 21 1994

SECRETARY OF STATE

(over)

5807-272-9

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____

(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify: _____

[illegible]

6. **OPTIONAL:**

(a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____

(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____

(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____

(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. OPTIONAL: OTHER PROVISIONS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated November 21 1994

Signature and Name

1. Whitney A. Smith
Signature
Whitney A. Smith
(Type or Print Name)

2. Stephen R. Vincent
Signature
Stephen R. Vincent
(Type or Print Name)

3. _____
Signature

(Type or Print Name)

	Street	City/Town	State	Zip Code
1.	290 Newark Lane Hoffman Estates, IL		60194	
2.	315 S. Wisconsin Oak Park, IL		60302	
3.				

NOTE: If a composition acts as incorporator, the name of the composition and the date of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FREE SCHEDULE

- The initial franchise tax is assessed at the rate of \$5/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
- The Ring fee is \$75.
- The minimum total due (franchise tax + Ring fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.

**U.S. Secretary of State
Department of Business Services**

Springfield, IL 62758
Telephone (217) 782-6622
782-6623



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FORM BCA 5.10/5.20 (rev. Dec. 2003)
STATEMENT OF CHANGE OF
REGISTERED AGENT AND/OR
REGISTERED OFFICE
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-3847
www.cyberdriveillinois.com

FILED

AUG 26 2005

JESSE WHITE
SECRETARY OF STATE

PAID
AUG 30 2005

**DEPARTMENT OF
BUSINESS SERVICES**

Remit payment in the form of a
check or money order payable
to Secretary of State.

File # D5807-2789

Filing Fee: \$25 Approved: GL

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate Name: AMERICAN UTILITY MANAGEMENT, INC.



CP6748476

2. State or Country of Incorporation: ILLINOIS

3. Name and Address of Registered Agent and Registered Office as they appear on the records of the Office of the Secretary of State (before change):

Registered Agent	<u>MICHAEL</u>	<u>G.</u>	<u>MILLER</u>	✓
	First Name	Middle Name	Last Name	
Registered Office	<u>4415 W. HARRISON ST. #503</u>			✓
	Number	Street	Suite No. (P.O. Box alone is unacceptable)	
	<u>HILLSIDE</u>	<u>60162</u>	<u>COOK</u>	✓
	City	ZIP Code	County	

4. Name and Address of Registered Agent and Registered Office shall be (after all changes herein reported):

Registered Agent	<u>MICHAEL</u>	<u>G.</u>	<u>MILLER</u>	
	First Name	Middle Name	Last Name	
Registered Office	<u>2211 YORK ROAD #320</u>			
	Number	Street	Suite No. (P.O. Box alone is unacceptable)	
	<u>OAK BROOK</u>	<u>60523</u>	<u>DUPAGE</u>	<u>022</u>
	City	ZIP Code	County	

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)

- a. ☒ Resolution duly adopted by the board of directors. (Note 5)
b. ☐ Action of the registered agent. (Note 6)

SEE REVERSE FOR SIGNATURE(S).

Printed by authority of the State of Illinois - 4/05 - 35M - C-135.17



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7. If authorized by the board of directors, sign here. See Note 5 below.

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated AUGUST 15, 2005 AMERICAN UTILITY MANAGEMENT, INC.
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

MICHAEL G. MILLER, PRESIDENT

Name and Title (type or print)

If change of registered office by registered agent, sign here. See Note 8 below.

The undersigned, under penalties of perjury, affirms that the facts stated herein are true and correct.

Dated _____, _____, _____
Month & Day Year Signature of Registered Agent of Record

Name (type or print)

If Registered Agent is a corporation,

Name and Title of officer who is signing on its behalf

NOTES

1. The registered office may, but need not be, the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address (P.O. Box alone is unacceptable).
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, the corporation must file with the Recorder of Deeds of the new county a certified copy of the Articles of Incorporation and a certified copy of the Statement of Change of Registered Office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he/she is a registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.

Printed by authority of the State of Illinois - 405 - 25M - C-135.17



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Exhibit A-18 Secretary of State

American Utility Management, Inc. has registered to do business in Ohio with the Ohio Secretary of State as evidenced herein.



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/02/2011	201106001597	FOREIGN LICENSE/FOR-PROFIT (FLF)	125.00	.00	.00	.00	.00

Receipt

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

AMERICAN UTILITY MANAGEMENT, INC.
2211 YORK ROAD
SUITE 320
OAK BROOK, IL 60523

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

1000625

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

AMERICAN UTILITY MANAGEMENT, INC.

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

Document(s)

FOREIGN LICENSE/FOR-PROFIT

Authorization to transact business in Ohio is hereby given, until surrender, expiration or
cancellation of this license.

Document No(s):

201106001597



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 24th day of February,
A.D. 2011.

Jon Husted

Ohio Secretary of State

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

Exhibit B-1 Jurisdictions of Operation

American Utility Management, Inc. is currently authorized by the Illinois Commerce Commission to operate as an agent, broker or consultant in the State of Illinois. This is in accordance with docket number 11-0686 dated October 18, 2011 and the annual renewal report filed prior to March 31, 2012.

American Utility Management, Inc. is also currently authorized by the New Hampshire Public Utilities Commission to provide natural gas and electric aggregation services in the State of New Hampshire. This is in accordance with natural gas docket number DM11-076 dated May 9, 2011 and electric docket number DM 11-137 dated July 27, 2011. Both are up for renewal in 2013.

Exhibit B-2 Experience & Plans

American Utility Management, Inc. through its Chief Energy Officer, Dimitris Kapsis provides the necessary experience needed as noted below.

Dimitris joined AUM in 2008, and is responsible for the creation and management of the Energy Solutions group. His leadership had allowed AUM to expand its offerings and become a leading national energy management services provider for the multi-family industry. These Energy Management solutions are inclusive of energy management planning, facility utility auditing, energy commodity procurement, utility variance analysis, rate & tariff analysis, budgeting and benchmarking in addition to AUM's traditional Invoice Processing, Resident Services, and Utility Submetering services. Under Dimitris' Leadership:

- AUM now offers Energy Management services to approximately 1,100 multi-family properties consisting of 200,000 residential apartment units nationwide.
- AUM is responsible for managing a \$15-\$20 million energy commodity hedging program in areas with deregulated electric and natural gas service.
- AUM Rate and Tariff and Tax Exemption Services have contributed to over \$1.2 Million in recovered erroneously billed energy and utility commodity charges and sales taxes. These savings are both immediate in the form of refunds and credits and on-going in the form of reduced rates and tax exemptions.
- AUM is now responsible with the evaluation of energy conservation and sustainability projects for both existing portfolio properties and future property acquisitions & developments, including: Review and evaluation of Return On Investment calculations, project and equipment reliability, lifecycle rate of return, financing options, local and/or federal rebates.
- Directly involved with EPA's Energy Star Portfolio Manager for the creation of national cross-portfolio multifamily property energy and water usage benchmarks. Assisting several clients with properties located within regions that have adopted Portfolio Manager as their energy benchmark tool of choice to conform to new laws and regulations.
- The Company created the definitive solution to Multifamily Benchmarking, AUM Score, including the industry-leading White Paper: Multifamily Energy Benchmarking for Reduced Energy Expense

Prior to joining AUM, Dimitris served as Director, Energy Services for Archstone, a leading multifamily Property owner with an ownership position in 432 communities located in the United States and Europe, representing 72,996 units, including units under construction. Dimitris was responsible for the creation and update of the Energy Management Program for the entire company. Under Dimitris' watch Archstone:

- Developed a companywide Energy Sustainability guide for new developments and upcoming renovations.
- Integrated energy conservation opportunities, LEED requirements, Energy Star requirements and local, state and federal laws and mandates.
- Managed a \$15 Million energy commodity hedging program in areas with deregulated electric and natural gas service.
- Creation and management of a \$75 Million utility budget and re-forecast for electric, natural gas, diesel and water for all the properties owned and managed by the company. Monthly and quarterly variance reports for review by Executive team. Direct communication with accounting team regarding payment issues and accruals

In addition to his responsibilities at AUM, Dimitris is active in the Association of Energy Engineers (AEE) and the American Society of Heating, Refrigerating and Air-Conditioning (ASHRE). He also holds several professional certifications, including Certified Energy Manager (CEM®) and Certified Energy Procurement Professional (CEP®). He is a frequent speaker on Energy Management in Multifamily including:

- Guest Lecturer at Georgia Tech's School of Building Construction
- National Apartment Association
- NMHC Leadership Conference
- EPA Panel Speaker on Energy Star

Dimitris is an advisor to the EPA's development of a Multifamily benchmarking standards, and a member of the Data Taxonomy Data Taxonomy Think Group lead by Fannie Mae, the EPA and funded by the MacArthur Foundation. He received his B.S., Urban Systems Engineering in 1993, and his M.S., Facilities Management in 1997 from George Washington University.

Exhibit B-3 Summary of Experience

In addition to the information stated in Exhibit B-1 & Exhibit B-2, American Utility Management, Inc. has a variety of experience providing electric and natural gas brokering and consulting services in jurisdictions which do not require a license.

Exhibit B-4 Disclosure of Liabilities and Investigations

American Utility Management, Inc. has no existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the application's financial or operational status or ability to provide the services it is seeking to be certified to provide.



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Exhibit B-5 Disclosure of Consumer Protection Violations

American Utility Management, Inc. disclosing as the applicant, a predecessor of the applicant, or any principal officer of the applicant has **not** ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

Exhibit B-6 Disclosure of Certification Denial, Curtailment, Suspension, or Revocation

American Utility Management, Inc. disclosing as the applicant or a predecessor of the applicant has **not** 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.

C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

Exhibit C-1 Annual Reports

American Utility Management, Inc. is a privately owned Illinois corporation and as such is not required to file annual reports.

Exhibit C-2 SEC Filings

American Utility Management, Inc. is a privately owned Illinois corporation and as such is not required to file with the SEC.

Exhibit C-3 Financial Statements

American Utility Management, Inc.'s 2010 & 2011 balance sheet, income, and cash flow statements will be submitted under seal of confidentiality and are not to be disclosed or distributed.

Exhibit C-4 Financial Arrangements

American Utility Management, Inc. does not currently have financial arrangements to conduct CRES as a business activity. American Utility Management, Inc. will be operating as a broker and consultant in Ohio.

Exhibit C-5 Forecasted Financial Statements

American Utility Management, Inc. will be operating as a broker and consultant in Ohio. Therefore, American Utility Management, Inc. does not prepare forecasted financial arrangements to operate business activity as a CRES.

Exhibit C-6 Credit Rating

American Utility Management, Inc. is a privately owned Illinois corporation and as such does not have a credit rating with Dun and Bradstreet or a similar organization, as noted below.

ATTN: Maria Teresa Rachel Madena
Report Printed: June 12, 2012

Live Report : AMERICAN UTILITY MANAGEMENT, INC.
D-U-N-S® Number: 61-300-35588
Endorsement: Billing References: Madena@aub.com

D&B Address

Address: 333 E. Butterfield Rd Ste 300
Lombard, IL - 60148
Phone: 630-258-1400
Fax:

Location Type: Single Location
Web:

Endorsement: Madena@aub.com

Company Summary

Currency: Shown in USD unless otherwise indicated

Score Bar

PAYDEX® 76

Commercial Credit Score Class 2

Financial Stress Class 3

Credit Limit - D&B Conservative

D&B Rating ERM

D&B PAYDEX®

D&B PAYDEX® 76

Lowest Risk: 100 / Highest Risk: 1
When weighted by amount, Payments to suppliers average 6 days beyond terms

Public Filings

The following data includes both open and closed filings found in D&B's database on this company.

Record Type	Number of Records	Most Recent Filing Date
Bankruptcies	0	
Judgments	0	
Liens	0	
Suits	2	12/23/11
UCCs	19	03/08/12

The public record items contained herein may have been paid, terminated, vacated or released prior to today's date.

D&B 3-month PAYDEX®

3-month D&B PAYDEX®: 77

Lowest Risk: 100 / Highest Risk: 1
When weighted by amount, Payments to suppliers average 5 Days Beyond Terms

D&B Company Overview

This is a single location

Chief Executive MIKE MILLER, PRINCIPAL

Year Started 2009

Employees Undetermined

Financing SECURED

SIC 0000

Line of business Undetermined

NAICS 000000

History Status INCOMPLETE

Commercial Credit Score Class

Financial Stress Score Class

Financial Stress Score Class: 3

Lowest Risk: 1 / Highest Risk: 5

Commercial Credit Score Class: 2
 Lowest Risk:1, Highest Risk :5

Predictive Scores

Currency: Shown in USD unless otherwise indicated 

Credit Capacity Summary

This credit rating was assigned because of D&Bs assessment of the companys creditworthiness. For more information, see the D&B Rating Key

D&B Rating : **ERN** Number of employees: **Not Available**

Certain lines of business, primarily banks, insurance companies and government entities, do not lend themselves to classification under the D&B Rating system. Instead, we assign these types of businesses an Employee Range symbol based on the number of people employed. No other significance should be attached to this symbol. The ERN should not be interpreted negatively. It simply means we do not have information indicating how many people are employed at this firm.

Below is an overview of the companys rating history since 02-14-2009

Number of Employees
 Total: **Undetermined**

D&B Rating	Date Applied
ERN	06-11-2012
—	02-14-2009

Payment Activity:	(based on 49 experiences)
Average High Credit:	3,344
Highest Credit:	20,000
Total Highest Credit:	100,250

Exhibit C-7 Credit Report

American Utility Management, Inc.'s Dun and Bradstreet Credit Report information is noted below.

D&B Risk Management

ATTN: Maria Teresa Rachel Madera
Report Printed: June 12, 2012

Live Report : AMERICAN UTILITY MANAGEMENT, INC.
D-U-A-S-B Number: 61-300-0688
Endorsement/Listing Reference: MaderaM@dnb.com

D&B Address		Business Unit : MaderaM@dnb.com
Address: 523 E. Butterfield Rd Ste 300 Lombard IL - 60148	Location Type: Single Location	
Phone: 630.218-1490	Web:	
Fax:		

Company Summary

Currency: Shown in USD unless otherwise indicated

Score Bar

PAYDEX®	78
Commercial Credit Score Class	2
Financial Stress Class	3
Credit Limit - D&B Conservative	
D&B Rating	ERN

D&B PAYDEX®

D&B PAYDEX® 76
Lowest Risk:100; Highest Risk:1
When weighted by amount, Payments to suppliers average 5 days beyond terms

Public Filings

The following data includes both open and closed filings found in D&B's database on this company.

Record Type	Number of Records	Most Recent Filing Date
Bankruptcies	0	
Judgments	0	
Liens	0	
Suits	2	12/23/11
UCCs	18	03/06/12

The public record items contained herein may have been paid, terminated, vacated or released prior to today's date.

D&B 3-month PAYDEX®

3-month D&B PAYDEX®: 77
Lowest Risk:100; Highest Risk:1
When weighted by amount, Payments to suppliers average 5 days beyond terms

D&B Company Overview

This is a single location

Chief Executive: MIKE MILLER, PRINCIPAL

Year Started: 2009

Employees: Undetermined

Financing: SECURED

SIC: 9999

Line of business: Undetermined

NAICS: 999990

History Status: INCOMPLETE

Financial Stress Score Class

Financial Stress Score Class: 3
Lowest Risk:1; Highest Risk:5

Commercial Credit Score Class

Commercial Credit Score Class: 2 
 Lowest Risk:1; Highest Risk: 5

Predictive Scores

Currency: Shown in USD unless otherwise indicated 

Credit Capacity Summary

This credit rating was assigned because of D&B's assessment of the company's creditworthiness. For more information, see the D&B Rating Key.

D&B Rating: ERN **Number of employees:** Not Available

Certain lines of business, primarily banks, insurance companies and government entities, do not lend themselves to classification under the D&B Rating system. Instead, we assign these types of businesses an Employee Range symbol based on the number of people employed. No other significance should be attached to this symbol. The ERN should not be interpreted negatively; it simply means we do not have information indicating how many people are employed at this firm.

Below is an overview of the company's rating history since 02-14-2008.

Number of Employees Total: Undetermined

D&B Rating	Date Applied
ERN	06-11-2012
-	02-14-2008

Payment Activity: (based on 48 experiences)

Average High Credit:	3,344
Highest Credit:	20,000
Total Highest Credit:	100,250

Financial Stress Class Summary

The Financial Stress Score predicts the likelihood of a firm ceasing business without paying all creditors in full, or reorganization or obtaining relief from creditors under state/federal law over the next 12 months. Scores were calculated using a statistically valid model derived from D&B's extensive data files.

The Financial Stress Class of 3 for this company shows that firms with this class had a failure rate of 0.24% (24 per 10,000), which is lower than the average of businesses in D & B's database.

Financial Stress Class: 3 

(Lowest Risk:1, Highest Risk:5)

Moderate risk of severe financial stress, such as a bankruptcy, over the next 12 months.

Probability of Failure:

- Among Businesses with this Class: 0.24% (24 per 10,000)
- Financial Stress National Percentile: 35 (Highest Risk: 1; Lowest Risk: 100)
- Financial Stress Score: 1468 (Highest Risk: 1,001; Lowest Risk: 1,975)
- Average of Businesses in D&B's database: 0.48% (48 per 10,000)

The Financial Stress Class of this business is based on the following factors:

- High number of inquiries to D & B over last 12 months.
- JOE Filings reported.
- Limited time in business.
- Evidence of open suits.
- Low proportion of satisfactory payment experiences to total payment experiences.

- The Financial Stress Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience financial stress.
- The Probability of Failure shows the percentage of firms in a given Class that discontinued operations over the past year with loss to creditors. The Probability of Failure - National Average represents the national failure rate and is provided for comparative purposes.
- The Financial Stress National Percentile reflects the relative ranking of a company among all scoreable companies in D&B's file.
- The Financial Stress Score offers a more precise measure of the level of risk than the Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

Norms	National %
This Business	35
Region: EAST NORTH CENTRAL	50
Industry:	UN
Employee range	UN
Years in Business: 3-5	35

This Business has a Financial Stress Percentile that shows:

Higher risk than other companies in the same region.

Higher risk than other companies with a comparable number of years in business.

Credit Score Summary

The Commercial Credit Score predicts the likelihood that a company will pay its bills in a severely delinquent manner (90 days or more past term), obtain legal relief from creditors or cease operations without paying all creditors in full over the next 12 months. Scores are calculated using a statistically valid model derived from D&B's extensive data files.

The Credit Score class of 2 for this company shows that 10.6% of firms with this class paid one or more bills severely delinquent, which is lower than the average of businesses in D & B's database.

Credit Score Class : 2

Lowest Risk:1, Highest Risk: 5

Incidence of Delinquent Payment

- Among Companies with this Classification: 10.60 %
- Average compared to businesses in D&B's database: 23.60 %
- Credit Score Percentile : 79 (Highest Risk: 1, Lowest Risk: 100)
- Credit Score : 480 (Highest Risk: 101, Lowest Risk: 670)

The Credit Score Class of this business is based on the following factors:

- Low proportion of satisfactory payment experiences to total payment experiences.

Note:

- The Commercial Credit Score Risk Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience severe delinquency.
- The incidence of delinquency shows the percentage of firms in a given percentile that are likely to pay creditors in a severely delinquent manner. The average incidence of delinquency is based on businesses in D&B's database and is provided for comparative purposes.
- The Commercial Credit Score percentile reflects the relative ranking of a firm among all scoreable companies in D&B's file.
- The Commercial Credit Score offers a more precise measure of the level of risk than the Risk Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

Norms	National %
This Business	79
Region: EAST NORTH CENTRAL	55
Industry:	UN
Employee range	UN
Years in Business: 3-5	43

This business has a Credit Score Percentile that shows:

Lower risk than other companies in the same region.

Lower risk than other companies with a comparable number of years in business.

Trade Payments

Currency: Shown in USD unless otherwise indicated

D&B PAYDEX®

The D&B PAYDEX is a unique, weighted indicator of payment performance based on payment experiences as reported to D&B by trader references. Learn more about the D&B PAYDEX.

Timeliness of historical payments for this company.

Current PAYDEX is	76	Equal to 6 days beyond terms (Pays more slowly than the average for its industry of generally within terms)
Industry Median is	86	Equal to generally within terms
Payment Trend currently is	↔	Unchanged, compared to payments three months ago

Indications of slowness can be the result of dispute over merchandise, shipped invoices etc. Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

Total payment Experiences in D&B's File (HQ)	49
Payments Within Terms (not weighted)	91 %
Trade Experiences with Slow or Negative Payments(%)	10.20%
Total Placed For Collection	0
High Credit Average	3,344
Largest High Credit	20,000
Highest Now Owng	10,000
Highest Past Due	2,500

D&B PAYDEX® : 76

(Lowest Risk:100 Highest Risk:1)

When weighted by amount, payments to suppliers average 6 days beyond terms

3-Month D&B PAYDEX® : 77

(Lowest Risk:100 Highest Risk:1)

Based on payments collected over last 3 months.

When weighted by amount, payments to suppliers average 6 days beyond terms

D&B PAYDEX® Comparison

Current Year

PAYDEX® of this Business compared to the Primary Industry from each of the last four quarters. The Primary Industry is Undetermined, based on SIC code 9999

Shows the trend in D&B PAYDEX scoring over the past 12 months.

	7/11	8/11	9/11	10/11	11/11	12/11	1/12	2/12	3/12	4/12	5/12	6/12	7/12
This Business	78	78	78	75	76	77	73	73	77	77	78	78	
Industry Quartiles													
Upper			80			80			80				
Median			80			80			80				
Lower			70			70			70				

- * Current PAYDEX for this Business is 76 or equal to 6 days beyond terms
- * The 12-month high is 78 or equal to 3 DAYS BEYOND terms



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Exhibit C-8 Bankruptcy Information

American Utility Management, Inc. does **not** have any reorganizations, protection from creditors or any other form of bankruptcy filings to disclose for 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.

Exhibit C-9 Merger Information

American Utility Management, Inc. does not have information pertaining to any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application.

D. APPLICANT TECHNICAL CAPABILITY

Exhibit D-1 Operations

American Utility Management, Inc.: AUM OVERVIEW
www.aum-inc.com/blog.aum-inc.com

The Company

Founded in 1994, American Utility Management (AUM) is the premier Energy Services and Utility Management partner to the multifamily industry. We are the only company to provide full service, turnkey Energy Management, Invoice Processing, and Resident Services under one roof. When you couple our cutting edge, Oracle energy platform with our seasoned experts to focus on your energy and utility opportunities....you have the Power of One.

THE POWER OF ONE

Our Power of One partnership allows you focus on managing your assets while we maximize recovery of your lost revenue, streamline your utility payables, budgeting and accrual process, provide tangible consumption reduction opportunities and execute an achievable energy strategy.

Effective management of multifamily energy requires expertise and focus, in combination with understanding your needs. We will partner with Bonaventure to provide practical, effective and responsive solutions to the complex issues of utility and energy management across your portfolio.

One company. One platform. One focus. One team.

Company Size

AUM's 145 employees currently serve nearly 2,400 apartment communities in 40 states. The Company generates more than 380,000 resident statements monthly representing over \$70 million in recovered costs for multifamily owners. Additionally, AUM processes approx 60,000 utility and energy invoices monthly on behalf of its Client Partners, averaging 99.9% on-time payment and 99.7% data capture accuracy.

Exhibit D-2 Operations Expertise

Please refer to Exhibit B-2 Experience & Plans as this will provide evidence of the applicant's current experience and technical expertise.

Exhibit D-3 Key Technical Personnel

Please refer to Exhibit A-14 Principal Officers, Directors & Partners as this will provide evidence of the key personnel involved in the operational aspects of the applicant's current business, as well as noted below.

Ken Levin: Chief Information Officer: klevin@aum-inc.com

Mr. Levin brings over 25 years of experience in information technology, finance, operations, and product development to his role at AUM. He is responsible for driving our strategic vision for the use of technology and information systems.

Prior to joining our team, Ken was the owner of Levin's Enterprises, specialized in contract negotiation services, as well as Chief Business Development Officer at SCIGON Solutions. He also served as the Chief Technology Officer and Senior Vice President of Operations at Rand McNally where his infrastructure projects reduced operating costs by more than \$100 million.

Mr. Levin is a member of the Society for Information Management-Chicago, the Chicago Quality Assurance Association, and is the former Chairman of the Executive Leadership Alliance.

Patrick Ahern: Executive Vice President, Finance: pahern@aum-inc.com

Executive Vice President, Finance

Mr. Ahern oversees the daily financial operations for AUM. In addition, Pat helps our clients with AUM Invoice Processing services—establishing program guidelines and optimizing their financial processes using AUM's suite of financial reporting tools.

Pat has been with AUM since 2008 and has more than fifteen years of extensive corporate finance experience. Prior to joining AUM, he worked at Accenture, a global management consulting, technology and outsourcing company. At Accenture he led the financial forecasting and reporting for Accenture's Global Marketing and Communications organization with focus on cost containment and process improvement.

Pat Bosi: Executive Vice President, Operations: pbosi@aum-inc.com

Ms. Bosi joined AUM in July, 2010, after eighteen years with American General Insurance Company. Her foundation in Human Resources enabled Pat to run the operations of AGIC, including claim and policy administration, the call-center and client management teams.

Pat brings her experience in building and leading successful, goal oriented teams while overseeing budgets and resources to AUM, bridging necessary leadership skills with a drive to achieve operating efficiencies and bottom line results.

Pat is certified as a Professional in Human Resources (PHR) and has Six Sigma Green Belt certification. She is a strong change manager, committed to mentor and develop staff to reach their full potential.

Jeffrey Peterson: Executive Vice President, General Counsel & Secretary: jpeterson@aum-inc.com

Mr. Peterson began his career with AUM in the Engineering Department where he applied his expertise in Civil Engineering to submetering. With the assistance of our paralegals, Jeff compiled an extensive index of regulations dealing with all types of utility billing.

Jeff was an active member of the National Submetering and Utility Allocation Association (NSUAA). Today he is the President of the Utility Conservation Coalition (UCC), a group of utility industry leaders whose sole focus is lobbying and legislation review.

Jeff supervises or processes all regulatory matters for AUM, from property start-up review to governmental agency investigations. He holds regular dialogues with agencies such as NCUC, TCEQ, California DMS, as well as various state consumer protection departments.

Joe Stackhouse: Executive Vice President, Client Relations: jstackhouse@aum-inc.com

Joe oversees all client-facing service teams, including: corporate operations, account management, resident customer service, training, and management transitions. Joe's background includes over 20 years of managing the end-to-end customer experience, and includes expertise in call center operations, service delivery, and customer management systems. Prior to joining AUM, he was a Senior Vice President, Customer Operations at Charter Communications. In this position, he was responsible for over 5 million residential and commercial voice, video and data customers, generating over \$6 billion in annual revenue. Previous roles included Senior Vice President at Comcast Corporation leading the Chicago Region.