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The Public Utilities Commission of Ohio

Original AGG Case Number	Version
12-0618-EL-AGG	August 2004

12-618-EL-AGG

RENEWAL APPLICATION FOR AGGREGATORS/POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-10 Corporate Structure). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

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

A. RENEWAL INFORMATION**A-1 Applicant's legal name, address, telephone number, PUCO certificate number, and web site address**

Legal Name Resource Energy Systems, LLC
 Address 4 High Ridge Park, Stamford, CT 06905
 PUCO Certificate # and Date Certified 12-478 E (1)
 Telephone # 203-569-6257 Web site address (if any) resglobal.com

A-2 List name, address, telephone number and web site address under which Applicant will do business in Ohio

Legal Name Resource Energy Systems, LLC
 Address 2100 Cleveland Street East, Suite 200, Columbus, OH 43230
 Telephone # 614-580-4112 Web site address (if any) resglobal.com

A-3 List all names under which the applicant does business in North America

N/A

A-4 Contact person for regulatory or emergency matters

Name Richard Plutzer
 Title Chief Financial Officer
 Business address 4 High Ridge Park, Stamford, CT 06905
 Telephone # 203-569-6257 Fax # 203-724-4275
 E-mail address (if any) rplutzer@resglobal.com

PUCO

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A-5 Contact person for Commission Staff use in investigating customer complaints

Name Richard Plutzer
Title CFO
Business address 41 High Ridge Park, Stamford, CT 06905
Telephone # 203-669-4257 Fax # _____
E-mail address (if any) rplutzer@resglobal.com

A-6 Applicant's address and toll-free number for customer service and complaints

Customer Service address 41 High Ridge Park
Toll-free Telephone # 855-308-4113 Fax # _____
E-mail address (if any) rplutzer@resglobal.com

A-7 Applicant's federal employer identification number # 20-8603536

A-8 Applicant's form of ownership (check one)

- | | |
|--|---|
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Limited Liability Partnership (LLP) | <input checked="" type="checkbox"/> Limited Liability Company (LLC) |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Other _____ |

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- ✓ **A-9 Exhibit A-9 "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-10 Exhibit A-10 "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 electricity or natural gas to customers and companies that aggregate customers in North America.

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- B-1 Exhibit B-1 "Jurisdictions of Operation,"** provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services including aggregation services.
- B-2 Exhibit B-2 "Experience & Plans,"** provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

Resource Energy Systems, LLC – Renewal Application - Certificate #12-478E (1)

A-9 “PRINCIPAL OFFICERS, DIRECTORS, & PARTNERS

List of members of Resource Energy Systems, LLC and officers are as follows (there are no directors):

Steve Schlussel – President, Member
174 WEST 76TH STREET, APT. 4G
NEW YORK, NY 10023
749 HILL ST, SOUTHAMPTON, NY 11968

Richard Plutzer – Chief Financial Officer, Member
4 HIGH RIDGE PARK
STAMFORD, CT 06905
201-845-8855

Scott Reinstein – Chief Operating Officer, Member
20700 VENTURA BLVD., STE. 350, MB #37
WOODLAND HILLS, CA 91364

A-10 “CORPORATE STRUCTURE

The company is a limited liability company. There are no affiliate, parent or subsidiary companies :

Resource Energy Systems, LLC

B-1 “JURISDICTIONS OF OPERATIONS”

As of the date of renewal, there are no 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 “EXPERIENCE & PLANS”

The company intends to use its large network of relationships within the commercial real estate industry to offer energy procurement services with regard to electricity, without taking title to the power. Under no circumstances will the company take title to any commodity whatsoever. In addition, the contract for the procurement of power will be between the energy supplier (the energy company providing the electricity) and the energy user (the energy company providing the electricity) and the energy user (the real estate owner).

The company’s role will be that of essentially a broker, and it will attempt to match the needs of the many commercial real estate companies (with a particular emphasis on owners of shopping malls) it knows and has worked with over the last few decades with the largest energy suppliers in the nation.

- B-3** Exhibit B-3 "Disclosure of Liabilities and Investigations," provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide. *None*

- B-4** Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.
☒ No ☐ Yes

If yes, provide a separate attachment labeled as Exhibit B-4 "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 including aggregation service denied, curtailed, suspended, revoked, or cancelled within the past two years.
☒ No ☐ Yes

If yes, provide a separate attachment labeled as Exhibit B-5 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation" detailing such action(s) and providing all relevant documents.

C. FINANCIAL CAPABILITY AND EXPERIENCE

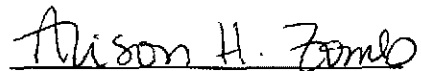
PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- C-1** Exhibit C-1 "Annual Reports," provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why.
- 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 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.

- C-4 **Exhibit C-4 "Financial Arrangements,"** provide copies of the applicant's financial arrangements to conduct CRES 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 CRES operation, along with a list of assumptions, and the name, address, e-mail address, and telephone number of the preparer.
- C-6 **Exhibit C-6 "Credit Rating,"** provide a statement disclosing the applicant's credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant.
- C-7 **Exhibit C-7 "Credit Report,"** provide a copy of the applicant's 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 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 five most recent years preceding the application.

 *Chief Financial Officer*
 Signature of Applicant & Title

Sworn and subscribed before me this 27th day of February, 2014
 Month Year


 Signature of official administering oath

Alison H. Zomb, Contracts Admin.
 Print Name and Title
 ALISON H. ZOMB

NOTARY PUBLIC OF CONNECTICUT
 My commission expires on 10/31/2016

AFFIDAVIT

State of Connecticut

Stamford ss.
(Town)

County of Fairfield:

Richard Miller, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the CFO (Office of Affiant) of Resource Energy, Inc. (Name of Applicant);

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

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification renewal 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 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.
8. 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.
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 renewal application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

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



Signature of Affiant & Title

Sworn and subscribed before me this 24th day of February, 2014
Month Year



Signature of official administering oath

Print Name and Title
ALISON H. ZOMB
NOTARY PUBLIC OF CONNECTICUT
My commission expires on 10/31/2016

My commission expires on _____

Resource Energy Systems, LLC – Renewal Application - Certificate #12-478E (1)

Our management team's decades of experience with commercial real estate operations, including many years working with the heads of operations for various real estate companies, will enable us to analyze such companies specific energy needs, help them design plans to meet their needs and objectives, and work with them to procure energy (electricity only) for their properties.

Our management team's decades of experience with commercial real estate operations, including many years working with the heads of operations for various real estate companies, will enable us to analyze such companies specific energy needs, help them design plans to meet their needs and objectives, and work with them to procure energy (electricity only) for their properties.

Our management team is available 24/7 to meet customers' needs, as has been done over the years in other areas of services provided them relative to their properties' operations. The company will be able to personally deal with any questions, complaints or other points they raise in connection with the planned services to be offered by the company to them.

All of the real estate enterprises the company intends to market its energy procurement services to understand the depth of experience and expertise the company has with regard to commercial real estate operations, and the company will use those many years of service to provide customers with energy procurement services that will be second to none in the industry.

C-1 "ANNUAL REPORTS"

The company does not issue or have annual reports. As a small, privately held limited liability company with only three members, each of which is involved in day to day business operations, periodic financial statements (income statement and balance sheet) are prepared and distributed to its members. However, no other reports are prepared for the members.

C-2 "SEC FILINGS"

The company is a small, privately held limited liability company and, as a result, is not required to make any SEC filings or any state securities filings.

C-3 "AUDITED FINANCIAL STATEMENTS"

The company has no debt obligations or other such similar arrangements. As a result, this requirement is not applicable to the company.

Attached are financial statements for 2012 and 2013

C-4 "FINANCIAL ARRANGEMENTS"

The company will not take title to power or any other commodity. As a result, this requirement is not applicable to the company.

C-5 "FORECASTED FINANCIAL STATEMENTS"

The company will not take title to power or any other commodity.

Please see attached financial forecast for 2013-2014 as prepared by Richard Plutzer, CFO, rplutzer@resglobal.com, 4 High Ridge Park, Stamford, CT 06905, 201-937-4210

C-6 CREDIT RATING

The Company is not rated by Standard & Poor's or similar rating agencies.

C-7 CREDIT REPORT

The company does not have a credit report nor does it need one to operate its business.

C-8 BANKRUPTCY INFORMATION

None of the provisions are applicable. There has been no bankruptcy, reorganization proceedings, or any matters related to protection from creditors or any other items. None of the provisions in Exhibit C-8 are applicable to the company.

C-9 MERGER INFORMATION

There has been no discussion or merger or acquisition of the company. None of the provisions in Exhibit C – 9 are applicable to the company.

Resource Energy Systems, LLC

Amendment to Exhibit C-3

(Case Number 12-0618-EL-AGG)

RESOURCE ENERGY SYSTEMS, LLC

Profit & Loss

January through December 2012

Exhibit C-3 - Financial Statements for 2012 - (Case Number 12-0618-EL-AGG)

	<u>Jan - Dec 12</u>
Ordinary Income/Expense	
Income	<u>4,466,521.89</u>
Expense	
Bank Service Charges	1,078.25
Courier	37.91
Depreciation Expense	7,644.02
Dues and Subscriptions	125.00
Filing Fees	6,414.00
Gifts	871.27
Insurance	43,007.92
Internet Access	1,933.48
Membership	450.00
Equipment Maintenance and Analysis	61,676.95
Miscellaneous	25,517.28
Moving Expense	1,244.63
Online Services	1,111.46
Payroll, Payroll Taxes and Benefits	1,809,996.74
Postage and Delivery	3,903.06
Printing and Reproduction	2,106.56
Professional Fees	62,537.23
Rent and Related Office Expenses	187,454.92
Repairs	224.34
Software	4,290.46
Travel and Travel Related Expenses, Conferences, Seminars and Training Functions	187,227.35
Total Expense	<u>2,408,852.83</u>
Net Income	<u><u>2,057,669.06</u></u>

RESOURCE ENERGY SYSTEMS, LLC
Profit & Loss

January through December 2013

Exhibit C-3 - Financial Statements for 2013 - (Case Number 12-0618-EL-AGG)

Jan - Dec 13

Ordinary Income/Expense

Income

4,658,401.88

Expense

Bank Service Charges	863.73
Courier	1,081.39
Depreciation Expense	17,517.39
Dues and Subscriptions	450.00
Equipment Maintenance and Analysis	75,416.30
Filing Fees	3,363.23
Gifts	3,879.53
Insurance	60,996.84
Internet Access	4,175.75
Membership	4,037.00
Miscellaneous	10,828.98
Moving Expense	7,167.28
Payroll, Payroll Taxes and Benefits	2,602,629.37
Postage and Delivery	27,772.90
Printing and Reproduction	6,018.14
Professional Fees	25,772.00
Rent and Related Office Expenses	281,282.46
Repairs	1,351.50
Software	4,366.11
Travel and Travel Related Expenses, Conferences, Seminars and Training Functions	253,947.96

Total Expense

3,392,917.86

Net Income

1,265,484.02

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Accrual Basis

RESOURCE ENERGY SYSTEMS, LLC

Balance Sheet

As of December 31, 2012
Dec 31, 12

ASSETS

Current Assets

Cash 79,854.67

Accounts Receivable And Other Current Assets 123,509.30

Total Current Assets 203,363.97

Fixed Assets, Net of Depreciation 19,779.78

Other Assets

Security Deposits - Landlord 21,779.91

Total Other Assets 21,779.91

TOTAL ASSETS 244,923.66

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable and Accrued Expenses 225,588.60

Total Current Liabilities 225,588.60

Total Liabilities 225,588.60

Members Equity 19,335.06

TOTAL LIABILITIES & EQUITY 244,923.66

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Accrual Basis

RESOURCE ENERGY SYSTEMS, LLC

Balance Sheet

As of December 31, 2013

Dec 31, 13

ASSETS

Current Assets

Cash 503,092.41

Accounts Receivable And Other Current Assets 106,975.79

Total Current Assets 610,068.20

Fixed Assets, Net of Depreciation 27,123.15

Other Assets

Security Deposits - Landlord 18,035.08

Total Other Assets 18,035.08

TOTAL ASSETS 656,228.43

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable and Accrued Expenses 378,596.34

Total Current Liabilities 378,596.34

Total Liabilities 378,596.34

Members Equity 276,630.09

TOTAL LIABILITIES & EQUITY 656,228.43

Amendment to C-5 (Case Number 12-0618-EL-AGG)

RESOURCE ENERGY SYSTEMS, LLC
Energy Procurement - Ohio Properties

	<u>2013 Actual</u>	<u>2014 Projected</u>	<u>2015 Projected</u>
Revenue	29,534.87	32,488.36	35,737.19
Expense *	<u>1,000.00</u>	<u>1,500.00</u>	<u>2,000.00</u>
Net Income	28,534.87	30,988.36	33,737.19

* Overhead allocation