The Public Utilities Commission of Ohio

CERTIFICATION FILING INSTRUCTIONS
COMPETITIVE RETAIL NATURAL GAS BROKERS /AGGREGATORS

I. ***Where to File:*** Applications should be sent to: Public Utilities Commission of Ohio (PUCO or Commission), Docketing Division, 180 East Broad Street, Columbus Ohio 43215-3793.

II. ***What to File:*** Applicant must submit one original notarized application signed by a principal officer and three copies, including all exhibits, affidavits, and other attachments. All attachments, affidavits, and exhibits should be clearly identified. ***For example, Exhibit A-15 should be marked "Exhibit A-15 - Corporate Structure."*** All pages should be numbered and attached in a sequential order.

III. ***Which Forms to File:*** Entities, other than governmental aggregators, that will aggregate customers or suppliers to provide competitive retail natural gas services must file a **"Certification Application for Retail Natural Gas Brokers/Aggregators"** form. Governmental aggregators must file a **"Certification Application for Governmental Aggregators"** form and retail natural gas suppliers must file a **"Certification Application for Retail Natural Gas Suppliers"** form. If a broker/aggregator will provide competitive retail natural gas marketer services, in addition to broker and aggregator services, it must file a **"Certification Application for Retail Natural Gas Suppliers"** form. Checkboxes are provided on the form to indicate desired status.

A summary of Competitive Retail Natural Gas Service (CRNGS) definitions (from the Commission's certification rules) is provided below to help applicants determine which application form to use. Three separate application forms are provided, one each for the following services.

- ***Competitive Retail Natural Gas Supplier (Marketer, Broker, Aggregator)***
- ***Competitive Retail Natural Gas Broker/Aggregator***
- ***Ohio Natural Gas Governmental Aggregator***

IV. ***Certified Entity Service Definitions:***

Competitive Retail Natural Gas Service - any retail natural gas service that may be competitively offered to consumers in this state.

Competitive Retail Natural Gas Supplier - a person that is engaged in a for-profit or not-for-profit basis in the business of supplying or arranging for the supply of a CRNGS to consumers in this state that are not mercantile customers. "Retail natural gas supplier" includes a marketer, broker, or aggregator, but excludes a natural gas company, a governmental aggregator, a billing or collection agent, and a producer or gatherer of gas that is not a natural gas company.

Competitive Retail Natural Gas Marketing Service – assuming the contractual and legal responsibility for the sale and provision of CRNGS to a retail natural gas customer in this state and having title to natural gas at some point during the transaction.

Competitive Retail Natural Gas Brokerage Service – assuming the contractual and legal responsibility for the sale and/or arrangement for the supply of CRNGS to a retail customer in this state without taking title to the natural gas.

Competitive Retail Natural Gas Broker - a person who provides retail natural gas brokerage service.

Competitive Retail Natural Gas Aggregation Service - combining the natural gas load of multiple retail residential customers or small commercial customers via an agreement with the customers for the purpose of purchasing retail natural gas service on an aggregated basis.

Competitive Retail Natural Gas Aggregator - a person who contracts with customers to combine the customers' natural gas load for the purposes of purchasing CRNGS on an aggregated basis.

Natural Gas Governmental Aggregator - The legislative authority of a municipal corporation, the board of township trustees, or a board of county commissioners acting exclusively under Section 4929.26 or 4929.27 of the Revised Code as an aggregator for the provision of CRNGS. For the purposes of this definition, "governmental aggregator" specifically excludes a municipal corporation acting exclusively under Section 4 of Article XVIII, Ohio Constitution, as an aggregator for the provision of CRNGS.

V. ***Application Form:*** The application form is available on the PUCO Web site, *www.puco.Ohio.gov* or directly from the Commission located at: Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

VI. ***Confidentiality:*** If any of an applicant's answers require the applicant to disclose what the applicant believes to be privileged or confidential information not otherwise available to the public, the applicant should designate at each point in the application that the answer requires the applicant to disclose privileged and confidential information. Applicant must still provide that privileged and confidential information (***separately filed and appropriately marked***). Applicant must fully support any request to maintain the confidentiality of the information it believes to be confidential or proprietary in a motion for protective order, filed pursuant to Rule 4901:1-1-24 of the Ohio Administrative Code.

VII. ***Commission Process for Certification Approval:*** An application for certification shall be made on forms approved and supplied by the Commission. The applicant shall complete the appropriate application form in its entirety and supply all required attachments, affidavits, and evidence of capability specified by the form at the time an application is filed. The Commission certification process begins when the Commission's Docketing Division receives and time/date stamps the application. An incomplete application may be suspended or rejected. An application that has been suspended as incomplete will cause delay in certification.

The Commission may approve, suspend, or deny an application within 30 days. If the Commission does not act within 30 days, the application is deemed automatically approved on the 31st day after the official filing date. If the Commission suspends the application, the Commission shall notify the applicant of the reasons for such suspension and may direct the applicant to furnish additional information. The Commission shall act to approve or deny a suspended application within 90 days of the date that the application was suspended. Upon Commission approval, the applicant shall receive notification of approval and a numbered certificate that specifies the service(s) for which the applicant is certified and the dates for which the certificate is valid.

Unless otherwise specified by the Commission, a retail natural gas broker/aggregator's certificate is valid for a period of two years, beginning and ending on the dates specified on the certificate. The applicant may renew its certificate in accordance with Rule 4901:1-27-09 of the Ohio Administrative Code.

Retail natural gas brokers/aggregators shall inform the Commission of any material change to the information supplied in a certification application within thirty (30) days of such material change in accordance with Rule 4901:1-27-10 of the Ohio Administrative Code.

VIII. ***Contractual Arrangements for Capability Standards:*** If the applicant is relying upon contractual arrangements with a third-party, to meet any of the certification requirements, the applicant must provide with its application all of the following:

- The legal name of any contracted entity;
- A statement that a valid contract exists between the applicant and the third-party;
- A detailed summary of the contract(s), including all services provided thereunder; and
- The documentation and evidence to demonstrate the contracting entity's capability to meet the requirements as if the contracting entity was the applicant.

IX. ***Governing Law:*** The certification of retail natural gas brokers/aggregators is governed by Chapter 4901:1-27 and 4901:1-29 of the Ohio Administrative Code, and Section 4929.20 of the Ohio Revised Code.

PUCO USE ONLY – Version 1.07		
Date Received	Case Number	Certification Number
	14-492 - 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, 180 East Broad Street, Columbus, Ohio 43215-3793.

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

SECTION A - APPLICANT INFORMATION AND SERVICES

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

☑ **Retail Natural Gas Aggregator** ☑ **Retail Natural Gas Broker**

A-2 Applicant information:

Legal Name: Energy Alliances, Inc.

Address: 8469 Blue Ash Road, Suite 1, Cincinnati, OH 45236

Telephone No. 513-794-5555 Web site Address www.energyalliances.com

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

Name: Energy Alliances, Inc.

Address: 8469 Blue Ash Road, Suite 1, Cincinnati, OH 45236

Web site Address www.energyalliances.com Telephone No. 513-794-5555

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

Energy Alliances, Inc.

A-5 Contact person for regulatory or emergency matters:

Name Charles Spence Faxon Title President

Business Address 8469 Blue Ash Road, Suite 1, Cincinnati, OH 45236

Telephone No. 513-794-5555 Fax No. 513-794-7777 Email Address sfaxon@energyalliances.com

180 East Broad Street • Columbus, OH 43215-3793 • (614) 466-3016 • www.PUCO.ohio.gov
The Public Utilities Commission of Ohio is an Equal Opportunity Employer and Service Provider

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

Name Charles Spence Faxon Title President

Business address 8469 Blue Ash Road, Suite 1, Cincinnati, OH 45236

Telephone No. 513-794-5555 Fax No. 513-794-7777 Email Address sfaxon@energyalliances.com

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

Customer service address 8469 Blue Ash Road, Suite 1, Cincinnati, OH 45236

Toll-Free Telephone No. 800-735-0359 Fax No. 888-735-0359 Email Address sfaxon@energyalliances.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 Charles Spence Faxon Title President

Business address 8469 Blue Ash Road, Suite 1, Cincinnati, OH 45236

Telephone No. 513-794-5555 Fax No. 513-794-7777 Email Address sfaxon@energyalliances.com

A-9 Applicant's federal employer identification number 31-1159005

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.)

✓ Columbia Gas of Ohio	✓ Residential	✓ Small Commercial	✓ Large Commercial / Industrial
✓ Dominion East Ohio	✓ Residential	✓ Small Commercial	✓ Large Commercial / Industrial
✓ Duke Energy Ohio	✓ Residential	✓ Small Commercial	✓ Large Commercial / Industrial
✓ Vectren Energy Delivery of Ohio	✓ Residential	✓ Small Commercial	✓ 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**

✓ Residential	Beginning Date of Service	ASAP	End Date
✓ Small Commercial	Beginning Date of Service	ASAP	End Date
✓ Large Commercial	Beginning Date of Service	ASAP	End Date
✓ Industrial	Beginning Date of Service	ASAP	End Date

✓ **Dominion East Ohio**

✓ Residential	Beginning Date of Service	ASAP	End Date
✓ Small Commercial	Beginning Date of Service	ASAP	End Date
✓ Large Commercial	Beginning Date of Service	ASAP	End Date
✓ Industrial	Beginning Date of Service	ASAP	End Date

✓ **Duke Energy Ohio**

✓ Residential	Beginning Date of Service	ASAP	End Date
✓ Small Commercial	Beginning Date of Service	ASAP	End Date
✓ Large Commercial	Beginning Date of Service	ASAP	End Date
✓ Industrial	Beginning Date of Service	ASAP	End Date

✓ **Vectren Energy Delivery of Ohio**

✓ Residential	Beginning Date of Service	ASAP	End Date
✓ Small Commercial	Beginning Date of Service	ASAP	End Date
✓ Large Commercial	Beginning Date of Service	ASAP	End Date
✓ Industrial	Beginning Date of Service	ASAP	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:

☐	**Columbia Gas of Ohio**	**Intended Start Date**
☐	**Dominion East Ohio**	**Intended Start Date**
☐	**Duke Energy Ohio**	**Intended Start Date**
☐	**Vectren Energy Delivery of Ohio**	**Intended Start Date**

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 Experion, 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.

Applicant Signature and Title Mark A Berly Secretary

Sworn and subscribed before me this 31st **day of** March **Month** 2014 **Year**

Donna Rohdenburg Farrell

Signature of official administering oath **Print Name and Title**

My commission expires on

NOTARIAL SEAL STATE OF OHIO

DONNA ROHDENBURG FARRELL
Notary Public, State of Ohio
My Commission Expires 9/6/2015

The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)
)
for a Certificate or Renewal Certificate to Provide)
Competitive Retail Natural Gas Service in Ohio.)

Case No. 14 - 492 **-GA-AGG**

County of Hamilton
State of OH

Mark A Bishop [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 Mark A Bishop ,Secretary Energy Alliances, Inc.

Sworn and subscribed before me this 31st **day of** March **Month** 2014 **Year**

Donna Rohdenburg Farrell

Signature of Official Administering Oath **Print Name and Title** DONNA ROHDENBURG FARRELL
Notary Public, State of Ohio
My Commission Expires 9/6/2015

NOTARIAL SEAL STATE OF OHIO

My commission expires on

180 East Broad Street • Columbus, OH 43215-3793 • (614) 466-3016 • www.PUCO.ohio.gov
The Public Utilities Commission of Ohio is an Equal Opportunity Employer and Service Provider

Exhibit A-14

Principal Officers, Directors & Partners

Energy Alliances, Inc.
http://www.energyalliances.com

8469 Blue Ash Road
Cincinnati, OH 45236-1992
800-735-0359 Phone Toll Free
888-735-0359 Fax Toll Free
513-794-5555 Phone Local
513-794-7777 Fax Local

Charles Spence Faxon, President
sfaxon@energyalliances.com

William Grafe, Vice President
bgrafe@energyalliances.com

John D. Faxon, Treasurer
jfaxon@energyalliances.com

Mark A. Bishop, Secretary
mbishop@energyalliances.com

Exhibit A-15
Corporate Structure

Corporation, 100% owned by Charles Spence Faxon. Will participate in all deregulated markets geographically. Energy Alliances, Inc. nor Charles Spence Faxon has any affiliate subsidiary companies that supply retail or wholesale natural gas or electricity to customers in North America.

Energy Alliances, Inc. is independent.

Charles Spence Faxon, President

William Grafe Vice President	John D. Faxon Treasurer	Mark A. Bishop Secretary

Exhibit A-16
Company History

Energy Alliances, Inc. was founded in 1986.

Our mission: to save our clients "energy dollars."

Our early business involved commercial energy audits and utility bill analysis. Our experience includes brokering, managing and owning apartments and hotels, real estate appraisal, industrial process management, restaurants, construction management and architectural engineering. We combined this expertise to solve difficult energy issues.

In the mid 1980s, Spence Faxon, President, was appointed to the City of Cincinnati's Mayor's Energy Task Force. Soon we would be chosen by the local utility as its chief Energy Auditor for its Non-Profit Energy Management Program or NEMP, performing energy audits for over ten years via People Working Cooperatively (PWC). We were among the pioneers in the energy industry introducing the concept of energy management to the property management industry. Our approach saved our clients millions of their energy dollars through high impact, low and no-cost improvements and employee education. We followed up with a careful application and understanding of the rules established by the Utility.

As the energy market matured, EAI marketed natural gas as an agent for Consolidated Fuel Corp. throughout the Chicago. We joined others at the negotiating table in Columbus, Ohio in the early 1990s where we helped shape the Firm Transport program on CG&E's system, now Duke Energy, always focusing on the client. Our portfolio includes:

- Thousands of energy audits & utility rate structure evaluations
- More than a decade of utility supply consulting as an agent for various entities.
- Utility cost Savings

In 1994 we officially entered CG&E's Firm Transport program and have been a leader in the program to this day currently serving as a sales agent for Integrys Energy Services, Inc., Green Bay WI. http://www.integrysenergy.com/ in Ohio.

Energy Alliances, Inc. has remained in good standing in Ohio and with Duke Energy and the PUCO.

EXHIBIT A-17

"ARTICLES OF INCORPORATION" AND "BY-LAWS"

See Attached

APPROVED
By KM
Date 2-14-86
Amount $75.00

Articles of Incorporation

of

Energy Alliances, Inc.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation for profit, under Chapter 1701.01 of the Revised Code of Ohio, do hereby state:

FIRST. The name of said corporation shall be Energy Alliances, Inc.

SECOND. The place in Ohio where its principal office is to be located is 2734 Little Dry Run, Cincinnati, Ohio 45244, Hamilton County

THIRD. The purposes for which it is formed are:

1. To engage in the business of analyzing energy consumption practices of commercial and residential users, and to formulate plans for the conservation of energy to reduce bills for such users.

2. To engage in any lawful act, activity or business not contrary to and for which a corporation may be formed under the laws of the State of Ohio, and to have and exercise all powers, rights and privileges conferred by the laws of Ohio on corporations, including, but not limited to, buying, leasing or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wheresoever situated and buying and selling stocks, bonds, or any other security of any issuer as the corporation by action of its board of directors may, at any time and from time to time, deem advisable.

FOURTH. CAPITAL STOCK. The number of shares of capital stock which the corporation is authorized to have outstanding is 200 shares all of which shall be voting common shares without par value.

FIFTH. STATED CAPITAL. The amount of stated capital with which the corporation will begin shall be not less than five hundred dollars ($500.00).

SIXTH. CERTAIN TRANSACTIONS. No person shall be disqualified from being a director of the corporation because he or she is or may be a party to, and no director of the corporation shall be disqualified from entering into, any contract or other transaction to which the corporation is or may be a party. No

contract or other transaction to which the corporation is or may be a party shall be void or voidable for reason that any director or officer or other agent of the corporation is a party thereto, or otherwise has any direct or indirect interest in such contract or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the corporation authorizes or participates in authorization of such contract or transaction, (a) if the material facts as to such interest are disclosed or are otherwise known to the board of directors or applicable committee of directors at the time the contract or transaction is authorized, and at least a majority of the disinterested directors or disinterested members of the committee vote for or otherwise take action authorizing such contract or transaction, even though such disinterested directors or members are less than a quorum, or (b) if the contract or transaction (i) is not less favorable to the corporation than an arm's length contract or transaction in which no director or officer or other agent of the corporation has any interest or (ii) is otherwise fair to the corporation as of the time it is authorized. Any interested director may be counted in determining the presence of a quorum at any meeting of the board of directors or any committee thereof which authorizes the contract or transaction.

SEVENTH. AUTHORITY TO REPURCHASE CAPITAL STOCK. The corporation by its board of directors is authorized, except to the extent prohibited by law, to repurchase, redeem or otherwise acquire, from time to time at any time, shares of any class of capital stock issued by it.

A. IN WITNESS WHEREOF, I have hereunto subscribed my name, this 14th day of February, 1985.

Energy Alliances, Inc.
(Name of Corporation)

Steven C Wilson

Steven C. Wilson
INCORPORATOR

EXHIBIT A-15

"SECRETARY OF STATE"

Department of State

The State of Ohio

Sherrod Brown
Secretary of State

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: A-8

of:

ENERGY ALLIANCES, INC.

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

Recorded on Roll _____ at Frame _____ of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the City of Columbus, Ohio, this _____ day of _____, A.D. 19__.

Sherrod Brown
Secretary of State

Exhibit B-1
Jurisdiction of Operations

Authorized to provide electric service in:

OH

KY

Exhibit B-2
Experience & Plans

Energy Alliances, Inc. began marketing natural gas to commercial and industrial customer in Illinois on the Peoples Gas Light & Coke Co. and Northern Illinois Gas systems in 1998. Shortly thereafter, EAI became involved and was a key player in the Firm Transport (FT) tariff negotiations for deregulation on CG&E's system. We began gas flow on CG&E's system in September 1994 at the very start of the FT program and have maintained one of the largest aggregate loads on the system. EAI now serves 15 communities on natural gas and 4 on the Duke system through Community Aggregation programs and 2 in Northern Ohio on Columbia of Ohio since November 2007.

Energy Alliances, Inc. provides services to residential (through aggregation), commercial, mercantile and industrial customers. We establish a working relationship with the client, review the client's utility history and provide the client options as well as a suggested strategy for lowering its energy costs while managing its exposure to risk. The managing partners of Energy Alliances, Inc. answer customer inquiries personally. The company is staffed by the original founding members. We have a highly experienced Data Department Manager who has been with the company for over 21 years.

Energy Alliances, Inc. is a broker not a supplier. Energy Alliances, Inc. will not be billing customers but customer service is available through established channels with the supplier as well as our company to ensure the customer's understanding and facilitate complaint resolution in accordance with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4909:1-29 of the Ohio Administrative Code.

Exhibit B-3
Summary of Experience

Energy Alliances, Inc. was founded in December, 1985 and incorporated in the State of Ohio in May, 1986 and has remained in good standing in the State of Ohio, Illinois and other areas.

Currently, Energy Alliances, Inc. has residential commercial, mercantile and industrial clients throughout the Duke Energy system in OH and serves 15 communities through natural gas aggregation and 4 on electric aggregation in Southern Ohio on Duke Energy and 2 communities in Northern Ohio on Dominion East Ohio Gas. We currently serve 1,750 commercial electric customers on Duke's system.

Energy Alliances, Inc. began marketing natural gas to commercial and industrial customer in Illinois on the Peoples Gas Light & Coke Co. and Northern Illinois Gas systems in 1998. Shortly thereafter, EAI became involved and was a key player in the Firm Transport (FT) tariff negotiations for deregulation on CG&E's system. We began gas flow on CG&E's system in September 1994 at the very start of the FT program and have maintained one of the largest aggregate loads on the system.

Energy Alliances, Inc. has received no customer complaints and no unresolved complaints with its customers through its affiliates.

Exhibit B-4
Disclosure of Liabilities and Investigations

None

Exhibit C-1
Annual Report

Energy Alliances, Inc. is not required to produce an annual report therefore Exhibit C-1 is not applicable. Similar information is available under C-3 and C-5 of these Exhibits.

Exhibit C-2
SEC Filings

Energy Alliances, Inc. is a broker/sales agent only and does not take title to the natural gas or electric, is not a public entity. Energy Alliances, inc. is an Ohio Corporation, 100% of its stock is owned by Charles Spence Faxon, so no SEC filing is required.

Exhibit C-3
Financial Statements

Energy Alliances, Inc. is a privately held corporation and these documents are "CONFIDENTIAL" and are being filed separately under seal along with the appropriate "Motion for Protective Order"

Exhibit C-4
Financial Arrangements

Energy Alliances, Inc. is a broker/sales agent only and does not take title to the natural gas or electric, is not a public entity. EAI does not require any loans to operate.

Exhibit C-5
Forecasted Financial Statements

Energy Alliances, Inc. is a privately held corporation and these documents are "CONFIDENTIAL" and are being filed separately under seal along with the appropriate "Motion for Protective Order"

Exhibit C-6
Credit Rating

Energy Alliances, Inc. is a privately held corporation and these documents are "CONFIDENTIAL" and are being filed separately under seal along with the appropriate "Motion for Protective Order"

Exhibit C-7
Credit Report

Energy Alliances, Inc. is a privately held corporation and these documents are "CONFIDENTIAL" and are being filed separately under seal along with the appropriate "Motion for Protective Order"

Exhibit C-8
Bankruptcy Information

Energy Alliances, Inc. has not had 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.

Exhibit C-9
Merger Information

Energy Alliances, Inc. has had no dissolution or mergers or acquisition of the applicant since the applicant last filed for certification.

Exhibit D-1

Operations

Energy Alliances, Inc. is a broker/sales agent only and does not take title to the natural gas or electric. Operations beyond marketing are handled by our affiliate whom we act as a Broker/Agent for. EAI is a marketing agent with several sales agents providing customer relations and service to municipalities and consumers.

Exhibit D-2

Operations Expertise

Energy Alliances, Inc. is a broker/sales agent only and does not take title to the natural gas or electric. Operations beyond marketing are handled by our affiliate whom we act as a Broker/Agent for.

Exhibit D-3
Key to Technical Personnel

Energy Alliances, Inc.
http://www.energyalliances.com

8469 Blue Ash Road
Cincinnati, OH 45236-1992
800-735-0359 Phone Toll Free
888-735-0359 Fax Toll Free
513-794-5555 Phone Local
513-794-7777 Fax Local
NO ASSIGNED EXTENSIONS

Charles Spence Faxon, President
Energy management, energy auditing and accounting, 27 years experience.
Audit specialization: Utility Rates, HVAC.
Monitored utility bills for thousands of clients.
Taught seminars on gas & electric rates for Cinergy.
Natural gas marketing, 20 years experience
Assisted with billing for natural gas clients for 15 years.
sfaxon@energyalliances.com

William Grafe, Vice President
Energy auditing, 29 years experience.
Audit specialization: Building envelope & lighting.
Natural gas marketing, 22 years experience.
bgrafe@energyalliances.com

John D. Faxon, Treasurer
Energy auditing, 29 years experience.
Natural gas marketing, 22 years experience.
Monitored utility bills for thousands of clients.
jfaxon@energyalliances.com

Mark A. Bishop, Secretary
Energy auditing, 29 years experience.
Audit specialization: Building envelope & lighting.
Natural gas marketing, 22 years experience.
mbishop@energyalliances.com

Margo Bryant, Data Processing Manager
Electric and natural gas customer billing, 17 years
mbryant@energyalliances.com

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

3/31/2014 3:57:44 PM

in

Case No(s). 14-0492-GA-AGG

Summary: Application Application for Aggregator/Broker (replacement certificate) electronically filed by Mr. Mark A Bishop on behalf of Bishop, Mark Albert Mr.