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PUCO

June 25, 2014

Public Utilities Commission of Ohio  
Docketing Division, 13<sup>th</sup> Floor  
180 East Broad Street  
Columbus, Ohio 43215-3793

12-1973-GA-AGG

Re: Certification Application for Competitive Retail Natural Gas  
Brokers/Aggregators

Dear Sir or Madam:

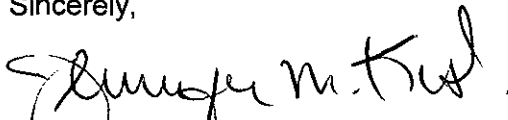
Enclosed for filing please find an original and four (4) copies of the Certification Application for The Utilities Group, Inc. for authority to provide aggregation and/or brokering services for natural gas. Please note, Exhibits C-3 and C-5 have been filed separately Under Seal with our Motion for Protective Order pursuant to Rule 4901-1-24 of the Ohio Administrative Code.

All proprietary, confidential, or commercially sensitive information made available by The Utilities Group, Inc. to the PUCO pursuant to the application requirements, and designated in advance as such shall not be disclosed to third parties without written consent from The Utilities Group, Inc. and shall not be used by the PUCO for any purpose other than in support for the Certification Application for Competitive Retail Natural Gas Brokers/Aggregators.

Please return one file-stamped copy of the Application to me in the enclosed postage pre-paid envelope.

Thank you for your assistance in this matter. If you have any questions regarding this application or require any additional information/documentation, please contact me at (513) 481-7954, Ext 103.

Sincerely,

  
Jennifer M. Kist  
CEO

Enclosures

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.  
Technician SM Date Processed JUN 26 2014

FILE



PUCO USE ONLY - Version 1.07		
Date Received	Renewal Certification Number	ORIGINAL AGG Case Number
		12 - 1973 - GA-AGG

## RENEWAL 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 renew its certificate as: (check all that apply)**

☒ Retail Natural Gas Aggregator    ☒ Retail Natural Gas Broker

**A-2 Applicant information:**

Legal Name                      The Utilities Group, Inc.  
Address                         11260 Chester Rd, Suite 540, Cincinnati, Oh 45246  
  
Telephone No.                (513) 481-7954                      Web site Address            theutilitiesgroup.com  
Current PUCO Certificate No.                12-264G                      Effective Dates                August 3, 2012 Through August 3, 2014

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

Name                              The Utilities Group, Inc.  
Address                         11260 Chester Rd, Suite 540, Cincinnati, Oh 45246  
  
Web site Address            theutilitiesgroup.com                      Telephone No.                (513) 481-7954

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

The Utilities Group, Inc.

**A-5 Contact person for regulatory or emergency matters:**

Name    Michael Catanzaro                      Title    President  
  
Business Address    11260 Chester Rd, Suite 540, Cincinnati, Oh 45246  
  
Telephone No.    (513) 481-7954 ext 101    Fax No.    (513) 481-8964                      Email Address    michael@tugmgmt.com

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

Name Jennifer M. Kist

Title CEO, VP of Operations

Business address 11260 Chester Rd, Suite 540, Cincinnati, Oh 45246

Telephone No. (513) 481-7954 ex 103

Fax No. (513) 481-8964

Email Address jkist@tugmgt.com

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

Customer service address 11260 Chester Rd, Suite 540, Cincinnati, Oh 45246

Toll-Free Telephone No.

Fax No. (513) 481-8964

Email Address energyinfo@tugmgt.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 Jennifer M. Kist

Title CEO, VP of Operations

Business address 11260 Chester Rd, Suite 540, Cincinnati, Oh 45246

Telephone No. (513) 481-7954 ex 103

Fax No. (513) 481-8964

Email Address jkist@tugmgt.com

**A-9 Applicant's federal employer identification number 31-1698673**

**A-10 Applicant's form of ownership: (Check one)**

☐ Sole Proprietorship

☐ Partnership

☐ Limited Liability Partnership (LLP)

☐ Limited Liability Company (LLC)

☒ Corporation

☐ Other

**A-11 (Check all that apply) Identify each natural gas company service area in which the applicant is currently providing service or intends to provide service, including identification of each customer class that the applicant is currently serving or intends to serve, for example: *residential, small commercial, and/or large commercial/industrial (mercantile) customers*. (A mercantile customer, as defined in Section 4929.01(L)(1) of the Ohio Revised Code, means a customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within the state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside of this state. In accordance with Section 4929.01(L)(2) of the Ohio Revised Code, "Mercantile customer" excludes a not-for-profit customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within this state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside this state that has filed the necessary declaration with the Public Utilities Commission.)**

<input checked="" type="checkbox"/> Columbia Gas of Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Dominion East Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Duke Energy Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Vectren Energy Delivery of Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial

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

☐ Columbia Gas of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service 12/1999	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service 12/1999	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 checked="" type="checkbox"/> Small Commercial	Beginning Date of Service 7/2006	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service 7/2006	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☒ Duke Energy Ohio

<input checked="" type="checkbox"/> Residential	Beginning Date of Service 2/2010	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service 12/1999	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service 12/1999	End Date
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service 12/1999	End Date

☒ Vectren Energy Delivery of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service 6/2006	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service 6/2006	End Date
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service 4/2004	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 type="checkbox"/> Columbia Gas of Ohio	Intended Start Date
<input type="checkbox"/> Dominion East Ohio	Intended Start Date
<input type="checkbox"/> Duke Energy Ohio	Intended Start Date
<input type="checkbox"/> 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,"** provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto, *only if the contents of the originally filed documents changed since the initial application.*
- A-18 Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is still 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 renewed certification (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 for which it is seeking renewed certification since applicant last filed for certification.

- 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 since applicant last filed for certification.

☒ 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 since applicant last filed for certification.

☒ 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

*Quinn M. Kuss, CEO.*

Sworn and subscribed before me this

*24<sup>th</sup>* day of *June*

Month

Year *2014*

Signature of official administering oath

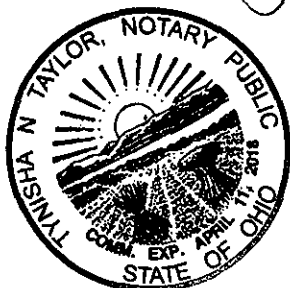
Print Name and Title

*Tynisha Taylor*  
ASSISTANT BRANCH  
MANAGER

*Tynisha N. Taylor*

My commission expires on

*4.11.2018*





# The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service  
Affidavit Form  
(Version 1.07)

In the Matter of the Application of )

The Utilities Group, Inc. )

for a Certificate or Renewal Certificate to Provide )

Competitive Retail Natural Gas Service in Ohio. )

Case No. 12 - 1973 -GA-AGG

County of Hamilton

State of Ohio

Jennifer M. Kist

[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.



Signature & Title

Sworn and subscribed before me this

24<sup>th</sup> day of

June

Month

2014 Year

Signature of Official Administering Oath

Print Name and Title

Tynisha Taylor  
Assistant Branch  
Manager

My commission expires on

4.11.2018

(CRNGS Broker/Aggregator Renewal) Page 7 of 7

**SECTION A:**

**APPLICANT INFORMATION EXHIBITS**

**Exhibit A-14 "Principal Officers, Directors, & Partners "**

Name: **Jennifer M. Kist**  
Title: Chief Executive Officer, Vice President Operations and Treasurer  
Address: 11260 Chester Road, Suite 540  
Cincinnati, Ohio 45246  
Telephone: (513) 481 7954, Ext 103

Name: **Michael C. Catanzaro**  
Title: President, Secretary  
Address: 11260 Chester Road, Suite 540  
Cincinnati, Ohio 45246  
Telephone: (513) 481 7954, Ext 101

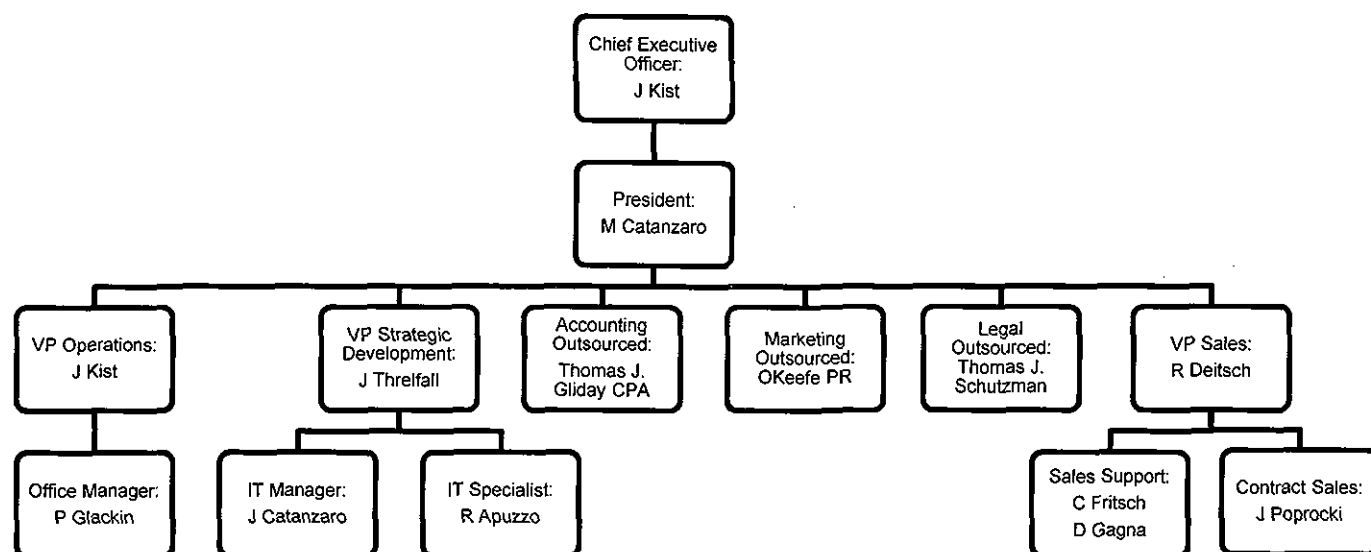
Name: **James A. Threlfall**  
Title: Vice President Strategic Development  
Address: 11260 Chester Road, Suite 540  
Cincinnati, Ohio 45246  
Telephone: (513) 481 7954, Ext 102

Name: **Rockland Deitsch**  
Title: Vice President Sales  
Address: 11260 Chester Road, Suite 540  
Cincinnati, Ohio 45246  
Telephone: (513) 481 7954, Ext 109

### Exhibit A-15 "Corporate Structure "

The Utilities Group, Inc. is structured as an S Corporation. It has seven employees in addition to the CEO and President, and outsources key functions where necessary and possible. Additionally, the entity has sub-contractors relationships with several individuals and companies to provide specific technical expertise and support on an as-needed basis.

The Utilities Group, Inc. has developed strategic business relationships with several Commission certified suppliers (Natural Gas and Electric) in providing or potentially providing service under the Ohio Choice programs



## **Exhibit A-16 "Company History"**

The Utilities Group, Inc was incorporated in the state of Ohio in October, 1999.

Since 2000, The Utilities Group, Inc. has been providing end-use customers with aggregation, brokering and consulting services in the field of energy consumption, conservation and procurement. The entity has provided end-use customers with the opportunity to make informed selections regarding electric and natural gas supply based on reliability of service, pricing and services offered.

From 2000 until 2007, under a Joint Venture Agreement with The Procter & Gamble Distributing Company, The Utilities Group, Inc. was charged with the duties of marketing and executing the P&G Supply Chain Energy Program. Under this program, small to medium size commercial and industrial entities in the Duke Ohio territory were aggregated for procurement of natural gas and electric and leveraged along with the P&G requirements.

In 2007, the Agreement between P&G and The Utilities Group, Inc. was terminated due to a lack of viable alternate electric supply and savings in the Duke Ohio service territory and an overwhelming volatility in the natural gas market. Since that time, The Utilities Group, Inc. has continued to serve and grow its customer base under its own subsequently issued PUCO certifications as an Aggregator/Broker of Electric and Natural Gas.

Over the years, The Utilities Group has solidified its client and supplier base and formed strategic relationships with third party vendors and subcontractors. Today the company's offerings include energy audit and procurement as well as consulting services covering the areas of energy efficiencies, demand-side projects, green initiatives and market and regulatory intelligence.

The Utilities Group, Inc. was certified in 2012 as a Competitive Retail Natural Gas Broker/Aggregator and now seeks recertification. The service area will continue to be primarily Ohio within the distribution networks of Duke Energy of Ohio, Columbia Gas of Ohio, Vectren Energy and Dominion East Ohio.

## Exhibit A17 "Articles of Incorporation"

### ARTICLES OF INCORPORATION OF THE UTILITIES GROUP, INC.

Give date  
of 10-5-99  
JLS  
Refer to  
exp. fee

The undersigned, Michael Catanzaro, who is a citizen of the United States, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, hereby certifies that:

- FIRST: The name of said corporation shall be THE UTILITIES GROUP, INC.
- SECOND: The place in Ohio where its principal office is to be located in Hamilton County, Ohio in the City of Cincinnati.
- THIRD: The purposes for which it is formed:

To engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98 inclusive, of the Ohio Revised Code.

In addition to the general powers conferred by the laws of the State of Ohio and the purposes herein set forth, but not in limitation or restriction thereof, it is expressly provided that this corporation shall also have the following powers to wit:

To purchase or otherwise acquire, lease, assign, convey, mortgage, pledge, or otherwise dispose of property, real or personal, tangible or intangible.

To subscribe for, and purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debenture, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, whether domestic or foreign; and whole owners of any of the said shares of capital stock or bonds or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, by proxy or otherwise to the same extent as natural persons could do.

To purchase, lease, or otherwise acquire, the whole or any part of the business, goodwill and assets of any person, firm, association or corporation, either foreign or domestic; to pay for the same in cash, the stock of this company, or otherwise; to sell or in any other manner to dispose of the whole or any part of the property so acquired.

To borrow money and issue, sell or pledge bonds, promissory notes, bills of exchange, debentures or other evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgages, pledges or otherwise, or unsecured.

## Exhibit A17 "Articles of Incorporation"

DOC ID --> 200003004173

Jan-31-00 10:58A Thomas Schutzman, Attorney 606 344 0838

P.03

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its property or to promote its objects within this state, in other states or in foreign countries without restriction as to place or amount.

FOURTH: The number of shares which the corporation is authorized to have outstanding is (1000) shares with no par value.

FIFTH: The amount of stated capital with which the corporation shall begin business is (\$500.00).

SIXTH: The Board of Directors shall have the right, without action by the shareholders (a) to fix, determine and vary the amount of stated capital of the corporation; (b) to determine whether any, and if any, what part, of the surplus of the corporation, however created or arising, shall be used, disposed of, or declared in dividends or paid to the shareholders; and (c) to use and apply the surplus of the corporation or any part thereof, at any time or from time to time, in the purchase or acquisition of its own shares at such price and upon such terms as may be agreed upon by the corporation and holder thereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 29 day of September, 1999.

  
Michael Catanzaro, Incorporator

## Exhibit A17 "Articles of Incorporation"

### ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of THE UTILITIES GROUP, INC., hereby appoints Michael Catanzaro, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is 3205 Buell Street, Cincinnati, Ohio 45211.


Date: 9/25/99

  
Michael Catanzaro, Incorporator

THE UTILITIES GROUP, INC.

I hereby acknowledge and accept the appointment as agent of the corporation upon whom process, tax notices or demands may be served.

Date: 9/29/99

  
Michael Catanzaro, Agent

## Exhibit A-18 "Secretary of State"

Return To:  
MICHAEL CATANZARO  
3205 BUELL ST  
CINCINNATI, OH 45211-0000

cut along the dotted line



### *The State of Ohio* *Certificate*

*Secretary of State - J. Kenneth Blackwell*

**1136330**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for THE UTILITIES GROUP, INC. and that said business records show the filing and recording of:*

*Document(s)*  
DOMESTIC ARTICLES/FOR PROFIT

*Document No(s):*  
200003804175

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 5th day of  
October, A.D. 1999

  
J. Kenneth Blackwell  
Secretary of State

**SECTION B:**

**APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE**

## **Exhibit B-1 "Jurisdictions of Operation"**

The Utilities Group, Inc. is currently not certified or registered to provide retail natural gas service in any other jurisdiction.

## **Exhibit B-2 "Experience and Plans"**

**Contract Services:** With the aid of its legal counsel and the Energy Department personnel at Procter & Gamble, The Utilities Group, Inc. developed a standard professional services agreement to be used with clients. With minor revisions throughout the years, this base agreement is still used today. The Utilities Group, Inc. uses the respective commodity suppliers' Purchase of Supply Agreements or the NAESB contract when brokering deals between suppliers and end-user customers.

**Billing Statements:** The Utilities Group, Inc. does not take title to natural gas and is not a party to any agreements between end-use customers and suppliers. The Utilities Group, Inc. does not provide any energy-purchase billing statements to clients. The Utilities Group invoices to its clients for consulting services are rendered using a commercially available accounting program.

**Customer Service Experience:** Mr. Catanzaro and Ms. Kist have worked with a wide array of clients over the past fourteen years. During that time, they have helped facilitate the resolution of numerous customer complaints, virtually all of which concern mediating matters involving the local utility and/or the supplier of choice. The Utilities Group has a Customer Service team in place to handle issues that arise on a daily basis. Inquiries directed to The Utilities Group, Inc. regarding its services usually pertain to customers seeking advice on purchasing strategy, helping to understand utility or supplier invoices, deciding whether or not to accept a supplier's offer, etc. Frequent communication with and detailed quarterly and/or annual cost and savings reports to clients is a customer service technique used to head off problems before they arise.

Customer complaints or inquiries can be made in a number of ways. Customers may contact The Utilities Group, Inc. by:

- Calling the direct number: 513-481-7954
- Sending a fax: 513-481-8964
- Sending an e-mail: [michael@tugmgt.com](mailto:michael@tugmgt.com), [jkist@tugmgt.com](mailto:jkist@tugmgt.com), [rdeitsch@tugmgt.com](mailto:rdeitsch@tugmgt.com), [cfritsch@tugmgt.com](mailto:cfritsch@tugmgt.com), [pglacken@tugmgt.com](mailto:pglacken@tugmgt.com), [ithrelfall@tugmgt.com](mailto:ithrelfall@tugmgt.com), or [dqagnon@tugmgt.com](mailto:dqagnon@tugmgt.com)

### **Exhibit B-3 "Summary of Experience"**

The Utilities Group, Inc. is an independent consulting firm founded in 1999 to provide energy related information, guidance and solutions for clients. Led by Michael Catanzaro and Jennifer Kist, The Utilities Group, Inc.'s existing staff represents over 60 years of experience in the retail energy business.

Mr. Catanzaro has been involved in the energy retail industry since 1997 beginning his career as a sales representative with Volunteer Energy where his efforts were focused on small commercial natural gas users in the Southwest Ohio territory. In 1999, Mr. Catanzaro founded The Utilities Group which he designed to be focused on representing the end user rather than the supplier in energy procurement negotiations. In 2000, Ms. Kist joined The Utilities Group as Director of Operations bringing with her more than fourteen years of experience in contract management, governmental compliance, intellectual property law and business process improvement.

Since 1999, The Utilities Group has been providing natural gas procurement services based on thorough and unbiased information for its clients. In addition to helping clients obtain the best available price and terms for their supply needs through a competitive bidding scenario, The Utilities Group provides consulting services in regards to consumption and budget forecasting, bill auditing, energy efficiencies, demand-side projects and green initiatives.

From 2000-2007, The Utilities Group worked closely in a joint venture relationship with the corporate energy department of Procter & Gamble gaining valuable experience, knowledge and exposure to many purchasing strategies and industry operators.

Today, The Utilities Group maintains a client base comprised of small to medium size commercial businesses as well as large public institutions, school systems, churches, small industrials and governmental aggregations. Our clients are located predominantly in the Duke Ohio territory; however, we represent natural gas clients in Vectren Energy, Columbia Gas of Ohio and the FirstEnergy territories as well. The Utilities Group's approach is to partner with and represent the end user in all energy related matters. We believe strongly that the competitive bidding process works to produce the best value for our clients in terms of pricing and contract conditions. We routinely issue bids to PUCO-certified and internally vetted Retail Energy Suppliers. We couple our procurement services with our energy consulting capabilities to become trusted partners with our clients. Since inception, most of The Utilities Group's business comes from referrals.

The Utilities Group maintains relationships with several engineering and demand-side project firms that enable us to help clients obtain reliable, trustworthy design and installation of consumption reduction and energy efficiency projects.

The Utilities Group has maintained many of its inaugural clients. This coupled with the fact that The Utilities Group has never had a complaint registered with PUCO or the Better Business Bureau attests to the company's knowledge, expertise and the trust placed in it by satisfied clients.

## **Exhibit B-4 "Disclosure of Liabilities and Investigations"**

There are no existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matters that could adversely impact The Utilities Group, Inc.'s financial or operational status or ability to provide the services it is seeking to be certified to provide.

**SECTION C:**  
**APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE**

## **EXHIBIT C-1 "Annual Reports"**

The Utilities Group, Inc. is a privately held corporation, and as such, does not produce Annual Reports.

## **EXHIBIT C-2 "SEC Filings"**

The Utilities Group, Inc. is a privately held corporation, and as such, does not produce or file 10-K/8-K, 10-Q, etc., reports with the Securities and Exchange Commission.

**EXHIBIT C-3 "Financial Statements"**

The answer to this request requires Applicant to disclose privileged and confidential information. The Utilities Group, Inc. has filed this information Under Seal in accordance with its Motion for Protective Order and Memorandum in Support Thereof filed separately from this Application

## **EXHIBIT C-4 "Financial Arrangements"**

The Utilities Group, Inc. relies on no outside financial arrangements to conduct its business as an Energy Broker/Aggregator. The Utilities Group, Inc. is an energy-management consulting firm and does not take title to or trade energy, nor is it a capital intensive business.

The Utilities Group, Inc. maintains a business checking account with PNC Bank in the City of Sharonville, Ohio and a business savings account with Cheviot Savings and Loan in Cincinnati, Ohio.

The Utilities Group, Inc. has a business credit card with American Express.

## **EXHIBIT C-5 "Forecasted Financial Statements"**

The answer to this request requires Applicant to disclose privileged and confidential information. The Utilities Group, Inc. has filed this information Under Seal in accordance with its Motion for Protective Order and Memorandum in Support Thereof filed separately from this Application.

## **EXHIBIT C-6 "Credit Rating"**

As a privately held S Corporation, The Utilities Group, Inc. does not possess a published credit rating.

## **EXHIBIT C-7 "Credit Report"**

See attached Duns & Bradstreet Report.



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## UTILITIES GROUP INC, THE

D-U-N-S® 79-992-1338

Single  
11260 Chester Rd Ste 540,  
Cincinnati, OH 45246

Phone 513 481-7954

## Business Information Report

Purchase Date: 06/18/2014  
Last Update Date: 05/10/2014  
Attention: RB

### Executive Summary

#### Company Info

Year Started 2000  
Control Year 2000

CEO MICHAEL CATANZARO,  
PRESIDENT

Employees 6

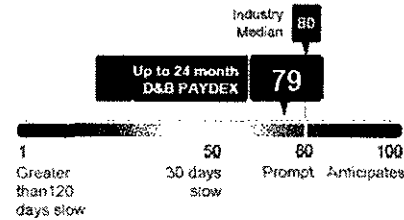
#### D&B Rating

D&B Rating

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#### D&B PAYDEX®

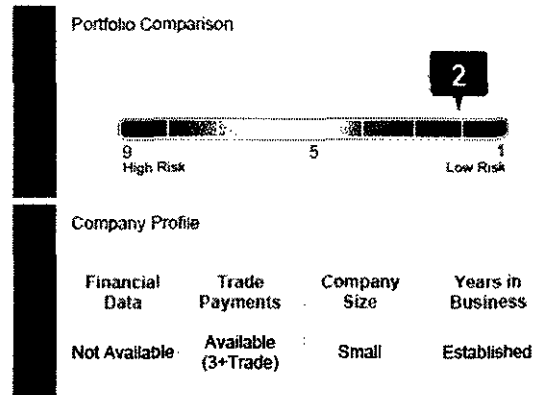
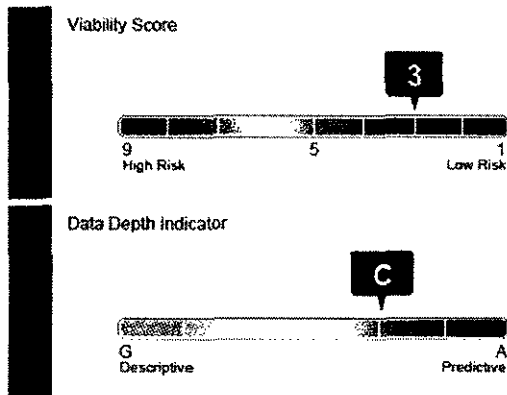
Up to 24 month D&B PAYDEX



#### D&B Viability Rating

D&B Viability Rating

■■■■■



### Business Information



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### Business Summary

SIC 8742  
Management consulting services

NAICS 541611  
Administrative Management and General Management Consulting Services

History Status INCOMPLETE

### Credit Capacity Summary

#### D&B Rating

Prior D&B Rating

Rating Date 01/24/2001

Payment Activity (based on 9 experiences) USD

Average High Credit \$630

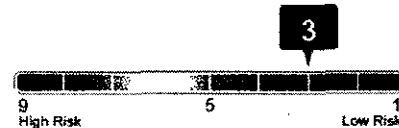
Highest Credit 2,500

Total Highest Credit 3,350

### D&B Viability Rating

The D&B Viability Rating uses D&B's proprietary analytics to compare the most predictive business risk indicators and deliver a highly reliable assessment of the probability that a company will no longer be in business within the next 12 months.

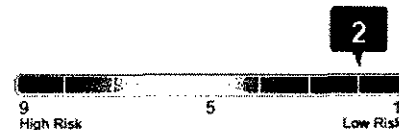
#### Viability Score



#### Compared to All US Businesses within D&B Database:

- Level of risk: Low Risk
- Businesses ranked 3 have a probability of becoming no longer viable: 3%
- Percentage of businesses ranked 3: 15%
- Across all US businesses, the average probability of becoming no longer viable: 14%

#### Portfolio Comparison

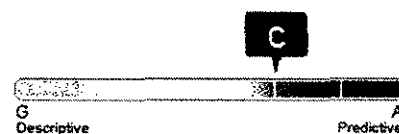


#### Compared to all Businesses within the same MODEL SEGMENT:

Model Segment: Established Trade Payments

- Level of risk: Low Risk
- Businesses ranked 2 within this model segment have a probability of becoming no longer viable: 3%
- Percentage of businesses ranked 2 within this model segment: 16%
- Within this model segment, the average probability of becoming no longer viable: 5%

#### Data Depth Indicator



#### Data Depth Indicator Details:



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- ✓ Rich Firmographics
- ✓ Extensive Commercial Trading Activity
- ✗ No Financial Attributes

Greater data depth can increase the precision of the D&B Viability Rating assessment.

You have the ability to influence the confidence of the viability assessment by asking the business to report more information to D&B at <https://update.dnb.com/i/Update/>

## Company Profile

Financial Data	Trade Payments	Company Size	Years in Business
Not Available	Available (3+Trade)	Small	Established

### Company Profile Details:

- Financial Data: Not Available
- Trade Payments: Available (3+Trade)
- Business Size: Small (Employees: <10 or Sales: <\$10K or Missing)
- Years in Business: Established (5+)

## Business History

Officers MICHAEL CATANZARO, PRESIDENT

Directors THE OFFICER(S)

As of 05/10/2014

The OHIO Secretary of State business registrations file showed that THE UTILITIES GROUP, INC. was registered as a corporation on October 5, 1999.

Business started 2000.

MICHAEL CATANZARO. Work history unknown.

Business address has changed from 3205 Buell St, Cincinnati, OH, 45211 to 10 Knollcrest Dr Ste 400, Cincinnati, OH, 45237.

## Business Registration

CORPORATE AND BUSINESS REGISTRATIONS REPORTED BY THE SECRETARY OF STATE OR OTHER OFFICIAL SOURCE AS OF Jun 06 2014:

Registered Name	THE UTILITIES GROUP, INC.	Registration ID	1136330	Principals	
		Status	ACTIVE		
Business Type	CORPORATION	Where Filed	SECRETARY OF STATE/CORPORATIONS DIVISION, COLUMBUS, OH	Name	Title
Corporation Type	PROFIT			MICHAEL CATANZARO	INCORPORATOR
Incorporated Date	10/05/1999	Registered Agent	MICHAEL CATANZARO		
State of Incorporation	OHIO		3205 BUELL ST, CINCINNATI, OH 452110000		
Filing Date	10/05/1999				

## Government Activity Summary

### Activity Summary

### Possible candidate for socioeconomic program consideration

Borrower	No	Labor Surplus Area	N/A
Administrative Debt	No	Small Business	YES (2014)
Grantee	No	Women Owned	Yes
Party Excluded from Federal Programs	No	Minority Owned	N/A



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Public Company	N/A
Contractor	No
Importer/Exporter	N/A

The details provided in the Government Activity section are as reported to Dun &amp; Bradstreet by the federal government and other sources.

**Operations Data**

As of 05/10/2014

Description: Provides management consulting services, specializing in industry specialist.  
Territory : Local.

Employees: 6 which includes officer(s).

Facilities: Leases 1,000 sq. ft. in building.

Location: Central business section on well traveled street.

**Industry Data**

SIC		NAICS	
Code	Description	Code	Description
87420400	Industry specialist consultants	541611	Administrative Management and General Management Consulting Services

**Financial Statements****Key Business Ratios (Based on 10 establishments)**

D&B has been unable to obtain sufficient financial information from this company to calculate business ratios. Our check of additional outside sources also found no information available on its financial performance. To help you in this instance, ratios for other firms in the same industry are provided below to support your analysis of this business.

	This Business	Industry Median	Industry Quartile
<b>Profitability</b>			
Return on Sales	UN	1.6	UN
Return on Net Worth	UN	33.3	UN
<b>Short Term Solvency</b>			
Current Ratio	UN	2.3	UN
Quick Ratio	UN	1.2	UN
<b>Efficiency</b>			
Assets Sales	UN	31.7	UN
Sales / Net Working Capital	UN	8.6	UN
<b>Utilization</b>			
Total Liabs / Net Worth	UN	108.5	UN

**Most Recent Financial Statement**

As of 05/10/2014

The name and address of this business have been confirmed by D&amp;B using available sources.



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## Indicators

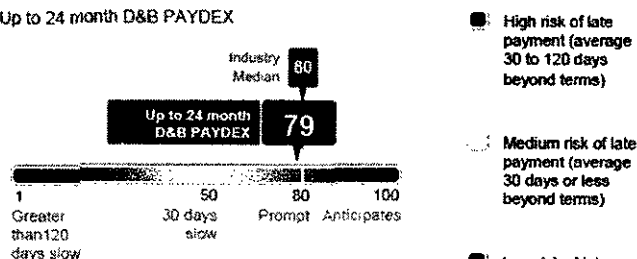
A check of D&B's public records database indicates that no filings were found for UTILITIES GROUP INC THE, 11260 Chester Rd Ste 540, Cincinnati, OH. D&B's extensive database of public record information is updated daily to ensure timely reporting of changes and additions. It includes business-related suits, liens, judgments, bankruptcies, UCC financing statements and business registrations from every state and the District of Columbia, as well as select filing types from Puerto Rico and the U.S. Virgin Islands. D&B collects public records through a combination of court reporters, third parties and direct electronic links with federal and local authorities. Its database of U.S. business-related filings is now the largest of its kind.

## Paydex

### D&B PAYDEX®

Shows the D&B PAYDEX scores as calculated up to 3 months and up to 24 months of payment experiences.

#### Up to 24 month D&B PAYDEX



When weighted by dollar amount, payments to suppliers average 2 days beyond terms. Based on payments collected up to 24 months.

When weighted by dollar amount, the industry average is GENERALLY WITHIN terms.

Payment Trend	unchanged *	Total Payment Experiences for the HQ	9	Highest Now Owing	\$250
Payments Within Terms	86%	Total Placed for Collection	0	Highest Past Due	\$0
Average High Credit	\$630	Largest High Credit	\$2,500		

\* compared to payments three months ago

## Payment Summary

The Payment Summary section reflects payment information in D&B's file as of the date of this report.

There are 9 payment experiences in D&B's file, with 2 experiences reported during the last three month period. The highest Now Owing on file is \$250. The highest Past Due on file is \$0.

#### Top 10 Industries

Industries	Total Received	Total Amounts	Largest High Credit	Within Terms (%)	Days Slow (%)			
					0-30	31-60	61-90	90+
Nonclassified	1	\$2,500	\$2,500	100	0	0	0	0
Misc business service	1	250	250	100	0	0	0	0
Radiotelephone commun	1	250	250	100	0	0	0	0
Data processing svcs	1	100	100	100	0	0	0	0
Mfg misc office eqpt	1	50	50	0	100	0	0	0

#### Other Payment Categories

Category	Total Received	Total Dollar Amounts	Largest High Credit
Cash Experiences	4	\$200	\$100
Payment record unknown	0	0	0



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Unfavorable comments	0	0	0
Placed for Collection	0	0	0

## Detailed Payment History

Date Reported	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last Sale within(months)
May 2014	Ppt	\$250	\$250	\$0	N/A	1
March 2014	Ppt	100	100	0	N/A	1
September 2013	(003)	100	0	0	Cash account	6-12
August 2013	Slow 30	50	0	0	N30	1
July 2013	(005)	50	0	0	Cash account	1
February 2013	Ppt	250	0	0	N/A	6-12
December 2012	(007)Cash own option	50	0	0	N/A	1
June 2012	Ppt	2,500	0	0	N/A	6-12
	(009)	0	0	0	Cash account	6-12

Lines shown in red are 30 or more days beyond terms

Payment experiences reflect how bills are met in relation to the terms granted. In some instances payment beyond terms can be the result of disputes over merchandise, skipped invoices etc.

Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

**EXHIBIT C-8 "Bankruptcy Information"**

The Utilities Group, Inc. and its principal officers have not been involved in reorganizations, protection from creditors or any other form of bankruptcy filings.

**EXHIBIT C-9 "Merger Information"**

The Utilities Group, Inc. has not been involved in any corporate dissolution, merger or acquisition.

**SECTION D:**  
**APPLICANT TECHNICAL CAPABILITY**

## **Exhibit D1 "Operations"**

The Utilities Group, Inc. (TUG) represents the end user in auditing clients' energy usage patterns, identifying clients' energy needs and opportunities, conducting RFPs to determine the best supplier, terms & conditions and price for that particular client, and recommending a supplier and energy procurement strategy. Following a successful RFP, TUG ensures the chosen supplier executes the switch as contracted, and monitors the account to ensure the terms and conditions are met ongoing. In accordance with the terms of the Energy Agent Agreement (EAA) between TUG and the client, savings are tracked and reported to the client. The client is encouraged to contact TUG any time there are questions regarding their retail supply and/or regulated delivery bills. TUG customer service will follow up and help resolve issues with the utility or the CRES.

TUG Operations monitors events in the energy business, including action by regulated utilities in determining tariffs, rates and charges. Clients are advised of significant changes, and when appropriate TUG will proactively contact clients to explain the changes and anticipated impact on energy bills.

TUG personnel consult with clients on an "as needed" basis to discuss and advise on projects including demand side opportunities and green initiatives.

Clients are invoiced according to the terms of the EAA, and routine contacts are made with the client according to client needs and requests.

The Utilities Group, Inc. works only with PUCO certified suppliers. At no time does TUG take title to Natural Gas or Electricity.

## **Exhibit D2 "Operations Expertise"**

Michael Catanzaro, the founder and President of The Utilities Group, Inc., has been involved in the energy retail industry since 1997 with a focus on sales and client interaction. Prior to founding The Utilities Group, Mr. Catanzaro was a sales agent for Volunteer Energy for two years where he gained knowledge and experience in operations, pricing, marketing and servicing clients. Prior to that, Mr. Catanzaro worked in the wholesale food business for twenty years in both operations and sales.

Jennifer Kist, the operations leader of the company, began her energy career in 2000 upon joining The Utilities Group. Prior, Ms. Kist worked for over ten years as an intellectual property paralegal with Frost & Jacobs where she gained a vast knowledge in contract management and compliance to government regulation. Ms. Kist worked for two years as Marketing Director for Midwest Manufacturing Solutions, a provider of manufacturing improvement consulting services.

The first seven years after formation, The Utilities Group operated under a joint venture agreement with the corporate energy department of Procter & Gamble. During this time, The Utilities Group provided sound energy market information and gained valuable experience executing Procter & Gamble's Supply Chain Energy Program. For a period of time, Ms. Kist was embedded at P&G, working side-by-side with its energy department personnel. Under the Supply Chain Energy Program, over 70 client commercial/industrial companies participated in energy aggregation agreements, representing up to 2.5 bCf and 120 MW of load requirement. The Utilities Group eventually assumed the predominant lead role in the marketing, aggregation activities and program operations.

For the past fourteen years, Mr. Catanzaro and Ms. Kist have led The Utilities Group, maintaining and growing a strong customer, supplier and third party base. They have extensive knowledge of the commodity market, utility rate structures, operations, structuring deals, marketing and customer service activities. They have accumulated knowledge and experience in a wide array of deregulated as well as regulated energy-related areas. The Utilities Group has grown to include additional personnel specializing in the areas of sales, IT, process and organizational design and customer service and support. The Utilities Group, Inc. is currently certified by PUCO as an Electric Energy Aggregator/Power Broker, Certificate 09-152E(2) as well as a Competitive Retail Natural Gas Broker/Aggregator, Certificate 12-264G. The Utilities Group works only with PUCO-certified, company-vetted suppliers.

### **Exhibit D3 "Key Technical Personnel"**

Name: Jennifer Kist  
Title: CEO, Vice President of Operations  
Email: jkist@tugmgt.com  
Telephone: (513) 481-7954 Ext 103  
Background: 14 years in energy industry – operations and sales; 11 years paralegal, 2 years marketing/operations at a lean manufacturing consulting company.

Name: Michael Catanzaro  
Title: President, Vice President of Sales, Secretary  
Email: michael@tugmgt.com  
Telephone: (513) 481-7954 Ext 101  
Background: 17 years in energy industry- sales and operations; 20 years in food wholesale

Name: Jim Threlfall  
Title: Vice President Strategic Growth  
Email: jthrelfall@tugmgt.com  
Telephone: (513) 481-7954 Ext 102  
Background: 4 years in energy industry- regulation, tariffs, org design; 30 years with P&G in engineering, quality assurance, manufacturing solutions, organizational design and management

Name: Rockland Deitsch  
Title: Vice President Sales  
Email: rdeitsch@tugmgt.com  
Telephone: (513) 481 7954, Ext 109  
Background: 20 years in energy industry with Exelon Energy, sales and sales management, regulated, deregulated natural gas and electric

Name: Jason Catanzaro  
Title: Manager of Information Technology  
Email: jcatanzaro@tugmgt.com  
Telephone: (513) 481-7954 Ext 104  
Background: Database design and management; developer of energy data management solution