



Clear Point Energy, Inc. 63
120 E. Washington Street, Suite 304, Syracuse, NY 13202
Phone: (315)472-1864, achambrone@clearpointenergy.com

FILE
May 20, 2016

16-1182-CA-AGG

Public Utilities Commission of Ohio
Docketing Division
180 East Broad Street
Columbus, Ohio 43215-3793

Dear Sir(s):

Please find respectfully submitted our application and exhibits to become a certified natural gas broker in Ohio. Enclosed is an original and three (3) copies of the application and exhibit information. We have also submitted financial statements and projections in a separate envelope marked "Confidential Information".

If you have any questions, please contact me directly at the number listed above.

Regards,

Angelo Chambrone
President
Clear Point Energy, Inc.

RECEIVED-DOCKETING DIV
2016 MAY 24 PM 3:21
PUCO

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Public Utilities Commission

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Date Received	Case Number	Certification Number
	16-1182-GA-AGG	

INITIAL 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-15 - 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 Clear Point Energy, Inc.
Address 120 E. Washington St. Suite 304 Syracuse, NY 13202
Telephone No. 315-472-1864 Web site Address www.clearpointenergy.com

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

Name Clear Point Energy, Inc.
Address 120 E. Washington St. Suite 304 Syracuse, NY 13202
Web site Address www.clearpointenergy.com Telephone No. 888-311-1041

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

Clear Point Energy, Inc.

A-5 Contact person for regulatory or emergency matters:

Name Angelo Chambrone Title President
Business Address 120 E. Washington St. Suite 304 Syracuse, NY 13202
Telephone No. 315-472-1864 Fax No. 866-628-5384 Email Address achambrone@clearpointenergy.com

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

Name Angelo Chambrone Title President
Business address 120 E. Washington St. Suite 304 Syracuse, NY 13202
Telephone No. 315-472-1864 Fax No. 866-628-5384 Email Address achambrone@clearpointenergy.com

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

Customer service address 120 E. Washington St. Suite 304 Syracuse, NY 13202
Toll-Free Telephone No. 888-311-1041 Fax No. 888-465-9937 Email Address customercare@clearpointenergy.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 United States Corporation Agent Inc. Title Statutory Agent
Business address 3250 West Market St., Suite 205
Telephone No. 800-773-0888 Fax No. 323-337-0743 Email Address ezsupport@legalzoom.com

A-9 Applicant's federal employer identification number 27-3987913

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

- | | |
|--|--|
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Limited Liability Partnership (LLP) | <input type="checkbox"/> Limited Liability Company (LLC) |
| <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> 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 type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Dominion East Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Duke Energy Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Vectren Energy Delivery of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

A-13 If not currently participating in any of Ohio's four Natural Gas Choice Programs, provide the approximate start date that the applicant proposes to begin delivering services:

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	July 1, 2016
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	July 1, 2016
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	July 1, 2016
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	July 1, 2016

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 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-16 Exhibit A-16 "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-17 Exhibit A-17 "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 the applicant does not produce annual reports, the applicant should indicate that Exhibit C-1 is not applicable and why.
(This is generally only applicable to publicly traded companies who publish annual reports.)
- 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. An applicant may submit a current link to the filings or provide them in paper form. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).

C-4 Exhibit C-4 “Financial Arrangements,” provide copies of the applicant's current financial arrangements to satisfy collateral requirements to conduct retail electric/gas business activity (e.g., parental or third party guarantees, contractual arrangements, credit agreements, etc.).

Renewal applicants can fulfill the requirements of Exhibit C-4 by providing a current statement from an Ohio local distribution utility (LDU) that shows that the applicant meets the LDU's collateral requirements.

First time applicants or applicants whose certificate has expired as well as renewal applicants can meet the requirement by one of the following methods:

1. The applicant itself stating that it is investment grade rated by Moody's, Standard & Poor's or Fitch and provide evidence of rating from the rating agencies.
2. Have a parent company or third party that is investment grade rated by Moody's, Standard & Poor's or Fitch guarantee the financial obligations of the applicant to the LDU(s).
3. Have a parent company or third party that is not investment grade rated by Moody's, Standard & Poor's or Fitch but has substantial financial wherewithal in the opinion of the Staff reviewer to guarantee the financial obligations of the applicant to the LDU(s). The guarantor company's financials must be included in the application if the applicant is relying on this option.
4. Posting a Letter of Credit with the LDU(s) as the beneficiary.

If the applicant is not taking title to the electricity or natural gas, enter "N/A" in Exhibit C-4. An N/A response is only applicable for applicants seeking to be certified as an aggregator or broker.

C-5 Exhibit C-5 “Forecasted Financial Statements,” provide two years of forecasted income statements for the applicant's **NATURAL GAS related business activities in the state of Ohio Only**, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.

C-6 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, Fitch IBCA, Moody's Investors Service, Standard & Poor's, 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 an affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant. If an applicant or its parent does not have such a credit rating, enter “N/A” in Exhibit C-6.

C-7 Exhibit C-7 “Credit Report,” provide a copy of the applicant's current credit report from Experian, Dun and Bradstreet, or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter “N/A” for Exhibit C-7.

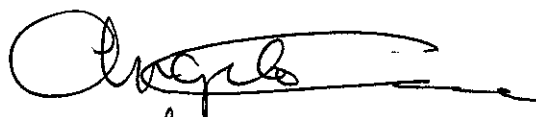
- C-8 Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.
- C-9 Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant within the two most recent years preceding the application.
- C-10 Exhibit C-10 "Corporate Structure,"** provide a description of the applicant's corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate or subsidiary companies.

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

 , President

Sworn and subscribed before me this

20th

day of

MAY

Month

2016

Year



Signature of official administering oath

PATRICIA Quinn Damiani,
Relationship Banker

Print Name and Title

My commission expires on

7/30/2019

PATRICIA QUINN DAMIANI
Notary Public in the State of New York
Qualified in Onondaga County No 6171708
My Commission Expires July 30, 2019



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

Clear Point Energy, Inc.)

for a Certificate or Renewal Certificate to Provide)
Competitive Retail Natural Gas Service in Ohio.)

Case No. -GA-AGG

County of ONONDAGA
State of NEW YORK

Angelo Chambrone

[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

Angelo Chambrone, President

Sworn and subscribed before me this

20th

day of

MAY

Month

2016

Year

Patricia Quinn Damiani

Signature of Official Administering Oath

Patricia Quinn Damiani

Print Name and Title

Relationships Banker

PATRICIA QUINN DAMIANI
Notary Public in the State of New York
Qualified in Onondaga County No 617170.
My Commission Expires July 30, 2019

7/30/2019

(CRNGS Broker/Aggregator Ver. 1.08, Revised May 2016) Page 8 of 8

Exhibit A-14 Principle Officers, Directors, & Partners

Principle Officers:

Angelo Chambrone, President

120 E. Washington St. Suite 304

Syracuse, NY 13202

Phone: 315-472-1864

Fax: 888-628-5384

Email: achambrone@clearpointenergy.com

Susan Noonan, Treasurer

120 E. Washington St. Suite 304

Syracuse, NY 13202

Phone: 315-382-0340

Fax: 888-628-5384

Email: noonan.susan@yahoo.com

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Exhibit A-15 Company History

Clear Point Energy Company History:

Clear Point Energy is New York Corporation and does not have any affiliates or subsidiaries. Clear Point Energy was formed on 11/17/2010.

Summary: Clear Point Energy, Inc. ("Clear Point") provides energy procurement, brokering and consulting services to clients in deregulated energy markets. Our specialty is natural gas, electricity, and renewable energy. We provide services to consumers of energy, retail suppliers, and others. Clear Point is led by Angelo Chambrone who has over 25 years of experience in the energy industry.

2.

Exhibit A-16 Articles of Incorporation and Bylaws

3.

101117000 437

RECEIVED

2010 NOV 17 AM 10:19

CERTIFICATE OF INCORPORATION

OF

CLEAR POINT ENERGY, INC.

Under Section 402 of the Business Corporation Law

12
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 17 2010

TAX \$ 10

BY: *[Signature]*
[Signature]

Douglas J. Gorman, Esq.
Hancock & Estabrook, LLP
1500 AXA Tower I, 100 Madison Street
Syracuse, New York 13202
Cust. Ref. No.: 99999-3

{H1461118.1}

4.

DRAWDOWN
#80

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2010 NOV 17 PM 12:00

CERTIFICATE OF RESERVATION

ENTITY NAME: CLEAR POINT ENERGY, INC.

DOCUMENT TYPE: RESERVATION (DOM. BUSINESS)

FILED: 11/10/2010 DURATION: 01/10/2011 CASH#: 101110000529 FILM #: 101110000489

FILER:

DOUGLAS GORMAN
HANCOCK & ESTABROOK
PO BOX 4976
SYRACUSE, NY 13221

ADDRESS FOR PROCESS:

REGISTERED AGENT:



** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

APPLICANT NAME : DOUGLAS GORMAN

SERVICE COMPANY: LIBERTY CORPORATE SERVICES, INC. - AL SERVICE CODE: AL

FEES 45.00

PAYMENTS 45.00

FILING 20.00

CASH 0.00

TAX 0.00

CHECK 0.00

CERT 0.00

CHARGE 0.00

COPIES 0.00

DRAWDOWN 45.00

HANDLING 25.00

OPAL 0.00

REFUND 0.00

33547

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action or proceeding against the Corporation which may be served upon him is c/o Hancock & Estabrook, LLP, 1500 AXA Tower I, 100 Madison Street, Syracuse, New York 13202 Attn: Douglas J. Gorman, Esq.

SIXTH: No director shall be personally liable to the Corporation or its shareholders for damages resulting from the breach of any duty such director owes to the Corporation and/or its shareholders, as a result of his position as such, unless a judgment or other final adjudication adverse to such director establishes that the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that such director personally gained in fact a financial profit to which he was not legally entitled or that the director's acts violated Section 719 of the New York Business Corporation Law.

SEVENTH: The name and address of the incorporator is:

Douglas J. Gorman, Esq.
Hancock & Estabrook, LLP
1500 AXA Tower I, 100 Madison Street
Syracuse, New York 13202

IN WITNESS WHEREOF, this Certificate has been subscribed this 14th day of
November, 2010.


Douglas J. Gorman, Incorporator



101117000 437

CERTIFICATE OF INCORPORATION

OF

CLEAR POINT ENERGY, INC.

Under Section 402 of the Business Corporation Law

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law, does hereby make and sign this Certificate, stating as follows:

FIRST: The name of the Corporation is Clear Point Energy, Inc.

SECOND: The purpose of the Corporation is to engage in any lawful act or activities for which corporations may be organized under the Business Corporation Law of the State of New York. This Corporation is not formed to engage in any act or activity requiring the consent or approval of any State Official, Department, Board, Agency, or other body without such consent or approval first being obtained.

THIRD: The office of the Corporation in the State of New York is located in the County of Onondaga.

FOURTH: The aggregate number of shares which the Corporation shall have the authority to issue is 200 shares each without par value.

FIFTH: The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served and the address within the State to which the Secretary of State shall mail a copy of process in any

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101117000437

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on November 18, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro", written over a horizontal dashed line.

Daniel E. Shapiro
First Deputy Secretary of State

FILING RECEIPT

=====

ENTITY NAME: CLEAR POINT ENERGY, INC.

DOCUMENT TYPE: INCORPORATION (DOM. BUSINESS)

COUNTY: ONON

=====

FILED:11/17/2010 DURATION:PERPETUAL CASH#:101117000491 FILM #:101117000437

FILER:

EXIST DATE

DOUGLAS J GORMAN, ESQ.
HANCOCK & ESTABROOK, LLP
1500 AXA TOWER I, 100 MADISON ST
SYRACUSE, NY 13202

11/17/2010

ADDRESS FOR PROCESS:

C/O HANCOCK & ESTABROOK, LLP
1500 AXQA TOWER 100 MADISON AV
SYRACUSE, NY 13202

DOUGLAS J. GORMAN, ESQ.

REGISTERED AGENT:

STOCK: 200 NPV

=====

SERVICE COMPANY: HANCOCK & ESTABROOK LLP

SERVICE CODE: 8Q *

FEEs 195.00

FILING 125.00
TAX 10.00
CERT 0.00
COPIES 10.00
HANDLING 50.00

PAYMENTS 195.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 195.00
OPAL 0.00
REFUND 0.00

99999-3

=====

DOS-1025 (04/2007)

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BYLAWS
OF
CLEAR POINT ENERGY, INC.

ARTICLE I - OFFICES

Section 1. Office. The Office of the Corporation shall be located in the County of Onondaga, State of New York.

Section 2. Additional Offices. The Corporation may also have offices and places of business at such other places, within or without the State of New York, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II - MEETINGS OF SHAREHOLDERS

Section 1. Time and Place. The annual meeting of the shareholders for the election of directors and all special meetings of shareholders for that or for any other purpose may be held at such time and place within or without the State of New York as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof, and if not so stated then said meeting shall be held at the principal office of the Corporation located in the County of Onondaga, State of New York.

Section 2. Annual Meeting. The annual meeting of shareholders shall be held on the first Wednesday in April, in each year, if not a legal holiday, and if a legal holiday, then on the next business day, at nine o'clock at which time the shareholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 3. Notice of Annual Meeting. Written notice of the place, date and hour of the annual meeting shall be given personally, by mail, or electronically (e-mail) to each shareholder

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entitled to vote thereat, not less than ten (10) days nor more than sixty (60) days prior to the meeting.

Section 4. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation may be called by the President or the Board of Directors and shall be called by the President or the Secretary at the request, in writing, of shareholders owning at least a majority of the shares of the Corporation issued and outstanding and entitled to vote.

Section 5. Notice of Special Meeting. Written notice of a special meeting of shareholders, stating the place, date and hour of the meeting, the purpose or purposes for which the meeting is called and by or at whose direction it is being issued, shall be given personally, by mail, or electronically (e-mail) to each shareholder entitled to vote thereat, not less than ten (10) days nor more than sixty (60) days prior to the meeting.

Section 6. Quorum. Except as otherwise provided by the Certificate of Incorporation, the holders of a majority of the shares of the Corporation issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be necessary to and shall constitute a quorum for the transaction of business at all meetings of the shareholders and a quorum shall be necessary for a meeting to be constituted.

If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders entitled to vote thereat present in person or represented by proxy, shall have the right to adjourn the meeting from time to time, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

{H1460948.1}

11.

Section 7. Voting. At any meeting of the shareholders, every shareholder having the right to vote shall be entitled to vote in person or by proxy. Except as otherwise provided by law or the Certificate of Incorporation, each shareholder of record as of the record date shall be entitled to one (1) vote for every share of stock standing in his name on the books of the Corporation. Directors shall, except as otherwise required by law or by the Certificate of Incorporation, be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election. Whenever any corporate act, other than the election of directors, is to be taken by vote of the shareholders, it shall, except as otherwise required by law or by the Certificate of Incorporation be authorized by a majority of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

Section 8. Proxies. Every proxy must be executed in writing by the shareholder, his authorized officer, director, employee, or agent. Such signature may be a facsimile signature. Such authorization may be accomplished by the use of a telegram, cablegram or other means of electronic transmission. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except in those cases where an irrevocable proxy is permitted by law.

Section 9. Consents. Whenever by any provision of law, the vote of the shareholders at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of shareholders may be dispensed with, if all the shareholders who would have been entitled to vote upon the action, if such meeting were held, shall consent in writing to such corporate action being taken. However, this section shall not be construed to alter or modify any

provision of law or of the Certificate of Incorporation under which the written consent of the holders of less than all outstanding shares is sufficient for corporate action.

ARTICLE III - DIRECTORS

Section 1. Number; Tenure. The number of directors shall be one (1), all of whom shall be of full age. The number of directors may be increased or decreased by an amendment of these Bylaws by the shareholders or the majority vote of the entire Board of Directors as provided in Article XI, Section 1.

Directors shall be elected at the annual meeting of the shareholders, except as provided in Section 3 of this Article III, and each director shall be elected to serve until the next annual meeting of shareholders and until his successor has been elected and has qualified.

Section 2. Resignation; Removal. Any director may resign at any time. The Board of Directors may, by majority vote of all directors then in office, remove a director for cause. The shareholders entitled to vote for the election of directors may remove a director without or with cause.

Section 3. Vacancies. If any vacancies occur in the Board of Directors by reason of the death, resignation, retirement, disqualification or removal from office or if any new directorships are created, the directors then in office, although less than a quorum, may by majority vote, choose a successor or successors to fill such vacancies or the newly created directorship and the directors so chosen shall hold office until the next annual meeting of the shareholders and until their successors shall be duly elected and qualified, unless sooner displaced; provided, however, that if in the event of any such vacancy, the directors remaining in office shall be unable, by majority vote, to fill such vacancy within ninety (90) days of the occurrence thereof, the

President or the Secretary shall call a special meeting of shareholders for the purpose of electing a director to fill such vacancy.

ARTICLE IV - MEETINGS OF THE BOARD

Section 1. Place. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of New York.

Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the shareholders and no notice of such meeting shall be necessary in order to constitute the meeting, provided a quorum shall be present. In the event such annual meeting is adjourned or for any other reason is not held at the time and place so fixed, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or as shall be specified in a duly executed waiver of notice thereof.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President on ten (10) days notice to each director, either personally, or electronically, by mail, telegraph, or facsimile.

Section 5. Quorum. At all meetings of the Board of Directors a majority of the entire Board shall be necessary to form a quorum for the transaction of business, and the vote of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Certificate of Incorporation. If a quorum shall not be present at the meeting of the Board of

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Directors, the directors present thereat may adjourn the meeting from time to time, until a quorum shall be present. Notice of any such adjournment shall be given to any directors who were not present, and unless announced at the meeting, to the other directors.

Section 6. Compensation. Directors, as such, shall not receive any stated salary for their services but, by resolution of the Board of Directors, a fixed fee and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board or of any committee of the Board, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 7. Unanimous Written Consent. The Board of Directors shall have authority to undertake and/or authorize any action required or permitted to be taken by this Board or any committee thereof to be taken without a meeting if all members of the Board of Directors or any committee thereof shall consent in writing to the adoption of a resolution authorizing the undertaking or authorizing the action.

Section 8. Telephonic Board Meetings. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee thereof by means of a conference telephone or similar telephonic communication equipment allowing all persons participating in the meeting to hear each other and such participation by telephonic means shall constitute presence in person at such meeting.

ARTICLE V - COMMITTEES OF THE BOARD

Section 1. Designation. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an executive and other committees, each consisting of one (1) or more directors, and each of which, to the extent provided in such

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~~resolution, or in the Certificate of Incorporation or Bylaws, shall have all the authority of the~~
Board. However, no such committee shall have authority as to any of the following matters:

- (a) The submission to shareholders of any action which shareholders' approval is required by law;
- (b) The filling of vacancies in the Board of Directors or in any committee;
- (c) The fixing of compensation of any director for serving on the Board or on any committee;
- (d) The amendment or repeal of these Bylaws, or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

The Board may designate one (1) or more directors as alternate members of any such committee who may replace any absent or disqualified member or members at any meeting of such committee.

Section 2. Tenure; Reports. Each such committee shall serve at the pleasure of the Board. It shall keep minutes of its meetings and report the same to the Board.

ARTICLE VI - NOTICES: WAIVER

Section 1. Mail. If any notice to a shareholder is mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the shareholder at his address as it appears on the record of shareholders or, if he shall have filed with the Secretary of the Corporation a written request that notice to him be mailed to some other address, then directed to him at such other address. If transmitted electronically, such notice is given when directed to the shareholder's electronic mail address as supplied by the shareholder to the

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Secretary of the Corporation or as otherwise directed pursuant to the shareholder's authorization or instructions.

Section 2. Waiver. Whenever a notice is required to be given by law, the Certificate of Incorporation or these Bylaws to a shareholder, a waiver thereof in writing, signed by the shareholder in person or by proxy, whether before or after any meeting, shall be deemed equivalent to such notice. Waiver of notice may be written or electronic. In addition, any shareholder attending a meeting of shareholders, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice thereof to him, shall be conclusively deemed to have waived notice of such meeting.

Whenever a notice is required to be given by law, the Certificate of Incorporation or these Bylaws to a director, a waiver thereof in writing, signed by the director, whether before or after any meeting, shall be deemed equivalent to such notice. Waiver of notice may be written or electronic. In addition, any director attending a meeting of the Board of Directors without protesting prior thereto or at its commencement, the lack of notice thereof to him, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE VII - OFFICERS

Section 1. Executive Officers. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board of Directors may determine. Any two or more offices may be held by the same person.

Section 2. Authority and Duties. All officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or to the extent not so provided, by the Board of Directors.

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Section 3. Term of Office; Removal. All officers shall be elected by the Board of Directors and shall hold office for such term as may be prescribed by the Board. Any officers elected or appointed by the Board may be removed with or without cause at any time by the Board.

Section 4. Compensation. The compensation of all officers of the Corporation shall be fixed by the Board of Directors, and the compensation of agents shall either be so fixed or shall be fixed by officers thereunto duly authorized.

Section 5. Vacancies. If an office becomes vacant for any reason, the Board of Directors shall fill such vacancy. Any officer so appointed or elected by the Board shall serve only until such time as the unexpired term of his predecessor shall have expired unless re-elected or reappointed by the Board.

Section 6. President. The President shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings of the shareholders and directors; he shall be ex officio a member of all standing committees, shall have general and active management and control of the business and affairs of the Corporation subject to the control of the Board of Directors and shall see that all orders and resolutions of the Board are carried into effect.

Section 7. Vice President. The Vice President or, if there be more than one, the Vice Presidents in the order of their seniority or in any other order determined by the Board, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties as the Board of Directors shall prescribe.

Section 8. Secretary. The Secretary shall attend all meetings of the Board and all meetings of the shareholders and record all votes and the minutes of all proceedings in a book to

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be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall act. He shall keep in safe custody the seal of the Corporation and, when authorized by the Board or the President, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of an Assistant Secretary. He shall keep in safe custody the certificate books and shareholder records and such other books and records as the Board may direct and shall perform all such other duties incident to the office of Secretary.

Section 9. Assistant Secretary. The Assistant Secretary, if any, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors, the President or the Secretary shall prescribe.

Section 10. Treasurer. The Treasurer shall have the care and custody of the corporate funds, and other valuable effects including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond for such term, in such sum and with such surety or sureties as shall be satisfactory to the

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Board for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 11. Assistant Treasurer. The Assistant Treasurer, if any, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors or the Treasurer shall prescribe.

ARTICLE VIII - SHARE CERTIFICATES

Section 1. Form; Signature. The certificates for shares of the Corporation shall be in such form as shall be determined by the Board of Directors and shall be numbered consecutively and entered in the books of the Corporation as they are issued. Each certificate shall exhibit the registered holder's name, the number and class of shares, shall be signed by the President and the Treasurer or the Secretary, and shall bear the seal of the Corporation or a facsimile thereof. When any such certificate is countersigned by a transfer agent or registered by a registrar, other than the Corporation itself or its employees, the signature of any such officer may be a facsimile signature. In case any officer who has signed or whose facsimile signature or signatures were placed on any such certificate, shall have ceased to be such officer before such certificate is issued, it may nevertheless be issued by the Corporation with the same effect as if he were such officer at the date of issue.

Section 2. Lost Certificates. The Board of Directors may direct a new share certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of a

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new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to give the Corporation a bond in any such sum as it may direct or indemnity against any claim that may be made against the Corporation on account of the alleged loss or destruction of any such certificate or the issuance of any such new certificate.

Section 3. Registration of Transfer. Upon surrender to the Corporation by any transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation or such transfer agent to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 4. Registered Shareholders. Except as otherwise provided by law, the Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends or other distributions, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or legal claim to or interest in such share or shares on the part of any other person.

Section 5. Record Date. For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action affecting the interests of shareholders, the Board of Directors may fix, in advance, a record date. Such date shall not be more than sixty (60) nor less than ten (10) days before the date of any such meeting, nor more than sixty (60) days prior to any other action.

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In each case, except as otherwise provided by law, only such persons as shall be shareholders of record on the date so fixed shall be entitled to notice of, and to vote at, such meeting and any adjournment thereof, or to express such consent or dissent, or to receive payment of such dividend, or such allotment of rights, or otherwise to be recognized as shareholders for any related purpose, notwithstanding any registration or transfer of shares on the books of the Corporation after any such record date so fixed.

ARTICLE IX - GENERAL PROVISIONS

Section 1. Dividends. Subject to the applicable provisions of the Certificate of Incorporation, if any, dividends upon the outstanding shares of the Corporation may be declared by the Board of Directors at any regular or special meeting, pursuant to law, and may be paid in cash, in property, or in shares of the Corporation.

Section 2. Reserves. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the Board shall think conducive to the interest of the Corporation, and the Board may modify or abolish any such reserve in the manner in which it was created.

Section 3. Instruments Under Seal. All deeds, bonds, mortgages, contracts and other instruments requiring a seal may be signed in the name of the Corporation by the President or by any other officer authorized to sign such instrument by the President or the Board of Directors.



Section 4. Checks, Etc. All checks or demands for money and notes or other instruments evidencing indebtedness or obligations of the Corporation shall be signed by such officer or such other person or persons as the Board of Directors may from time to time designate.

Section 5. Fiscal Year. The fiscal year of the Corporation shall be a January 1 through December 31.

Section 6. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE X - INDEMNITY

Section 1. Indemnity. (a) The Corporation shall indemnify to the fullest extent now or hereafter provided for or permitted by law each person involved in, or made or threatened to be made a party to, any action, suit, claim or proceeding, arbitration, alternative dispute resolution mechanism, investigation, administrative or legislative hearing or any other actual, threatened, pending or completed proceeding, whether civil or criminal, or whether formal or informal, and including an action by or in the right of the Corporation or any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise, whether profit or non-profit (any such entity, other than the Corporation, being hereinafter referred to as an "Enterprise"), and including appeals therein (any such process being hereinafter referred to as a "Proceeding"), by reason of the fact that such person, such person's testator or intestate (i) is or was a director or officer of the Corporation, or (ii) while serving as a director or officer of the Corporation, is or was serving, at the request of the Corporation, as a director, officer, or in any other capacity, any other Enterprise, against any and all judgments, fines, penalties, amounts paid

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in settlement, and expenses, including attorneys' fees, actually and reasonably incurred as a result of or in connection with any Proceeding, or any appeal therein, except as provided in paragraph b hereof.

(b) No indemnification shall be made to or on behalf of any such person if a judgment or other final adjudication adverse to such person establishes that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled. In addition, no indemnification shall be made with respect to any Proceeding initiated by any such person against the Corporation, or a director or officer of the Corporation, other than to enforce the terms of this ARTICLE X, unless such Proceeding was authorized by the Board of Directors. Further, no indemnification shall be made with respect to any settlement or compromise of any Proceeding unless and until the Corporation has consented to such settlement or compromise.

(c) Written notice of any Proceeding for which indemnification may be sought by any person shall be given to the Corporation as soon as practicable. The Corporation shall then be permitted to participate in the defense of any such proceeding or, unless a conflict of interest exists between such person and the Corporation in the conduct of such defense, to assume such defense. In the event that the Corporation assumes the defense of any such Proceeding, legal counsel selected by the Corporation shall be acceptable to such person. After such an assumption, the Corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person unless such expenses have been expressly authorized by the Corporation. In the event that the Corporation participates in the defense of any such Proceeding, such person may select counsel to represent such person in regard to such a

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Proceeding provided such person cooperates in good faith with any request that common counsel be utilized by the parties to any Proceeding who are similarly situated, unless to do so would be inappropriate due to actual or potential differing interests between or among such parties.

(d) In making any determination regarding any person's entitlement to indemnification hereunder, it shall be presumed that such person is entitled to indemnification, and the Corporation shall have the burden of proving the contrary.

Section 2. Expenses. Except in the case of a Proceeding against a director or officer specifically approved by the Board of Directors, the Corporation shall, subject to Section 1 above, pay all expenses actually and reasonably incurred by or on behalf of a director or officer in defending any Proceeding in advance of the final disposition of such Proceeding. Such payments shall be made promptly upon receipt by the Corporation, from time to time, of a written demand of such for such advancement, together with an undertaking by or on behalf of such person or repay any expenses so advanced to the extent that the person receiving the advancement is ultimately found not to be entitled to indemnification for part or all of such expenses.

Section 3. Non-Exclusivity. The rights to indemnification and advancement of expenses granted by or pursuant to this ARTICLE X: (i) shall not limit or exclude, but shall be in addition to, any other rights which may be granted by or pursuant to any statute, corporate charter, bylaw, resolution of shareholders or directors or agreement; (ii) shall be deemed to constitute contractual obligations of the Corporation to any director or officer who serves in a capacity referred to in Section 1 at any time while this ARTICLE X is in effect; (iii) shall continue to exist after the repeal or modification of this ARTICLE X with respect to events occurring prior thereto; and (iv) shall continue as to a person who has ceased to be a director or officer and shall

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inure to the benefit of the estate, spouse, heirs, executors, administrators or assigns of such person. It is the intent of this ARTICLE X to require the Corporation to indemnify the persons referred to herein in each and every circumstance in which such indemnification could lawfully be permitted by express provisions of bylaws, and the indemnification required by this ARTICLE X shall not be limited by the absence of an express recital of such circumstances.

Section 4. Agreements. The Corporation may, with the approval of the Board of Directors, enter into an agreement with any person who is, or is about to become, a director, officer, employee or agent of the Corporation, or who is serving, or is about to serve, at the request of the Corporation, as a director, officer, employee, agent or in any other capacity, of any other Enterprise. Any such agreement may provide for indemnification of such person and advancement of expenses to such person upon terms, and to the maximum extent, permitted by law. The failure to enter into any such agreement shall not affect or limit the rights of any such person under this ARTICLE X.

Section 5. Insurance. The Corporation may purchase and maintain insurance to indemnify the Corporation and any person eligible to be indemnified under this ARTICLE X within the limits permitted by law.

ARTICLE XI - AMENDMENTS

Section 1. Power to Amend. These Bylaws may be amended or repealed or a new bylaw or bylaws may be adopted by the vote of a majority of the Board. However, any bylaw or bylaws adopted by the Board may be amended or repealed by the affirmative vote of the holders of a majority of the shares entitled at the time to vote in the election of any directors.

Section 2. Amendment Affecting Election of Directors. If any bylaw regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set

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forth in the notice of the next meeting of shareholders for the election of directors the bylaw so
adopted, amended or repealed, together with a concise statement of the changes made.

Exhibit A-17 Secretary of State

28.

201609700166

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/06/2016	201609700166	FOREIGN LICENSE/FOR-PROFIT (FLF)	99.00	100.00	.00	.00	.00

Receipt

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

NSI
145 BAKER ST.
ATTN:MARINA REEL
MARION, OH 43302

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

3887384

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

CLEAR POINT ENERGY, INC.

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

Document(s)
FOREIGN LICENSE/FOR-PROFIT

Document No(s):
201609700166

Effective Date: 04/05/2016

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



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 6th day of April, A.D. 2016.

Jon Husted

Ohio Secretary of State

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Form 530A Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) 808-FILE (877-757-3453)
Central Ohio: (614) 466-3910

www.OhioSecretaryofState.gov
johuston@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 630
Columbus, OH 43216

Expedite Filing (Two business day processing time,
Requires an additional \$100.00)
P.O. Box 1300
Columbus, OH 43216

Foreign For-Profit Corporation Application for License

Filing Fee: \$99

(151-FLF)

Form Must Be Typed

COPY

The application is made to procure a <input checked="" type="checkbox"/> Permanent License <input type="checkbox"/> Temporary License (valid for six months)		
Attach Certificate of Good Standing from the jurisdiction of formation (see instructions)		
Name of Corporation	Clear Point Energy, Inc. (Name must match the name on the Certificate of Good Standing)	
Assumed name under which the corporation will do business, if its corporate name is not available in Ohio (Must attach "Resolution of Foreign Corporation to Qualify Under An Assumed Name" Form 591)		
Under the Laws of the Jurisdiction of	New York Jurisdiction of Formation	
Date of Incorporation in Jurisdiction of Formation	November 17, 2010 Date of Incorporation	
The location of the principal office is:		
120 East Washington Street, Suite 304		
Mailing Address		
Syracuse	NY	13202
City	State	ZIP Code
If the principal office is located outside Ohio, provide a location in Ohio, if one exists.		
None		
Mailing Address		
City	State	ZIP Code
A brief summary of the corporate purpose(s) to be exercised within Ohio		
Energy brokerage services for electricity, natural gas, and renewable energy products.		

30.

Appointment of Agent

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio.

United States Corporation Agent Inc.

Name

3250 West Market Street, Suite 205

Mailing Address

Fairlawn

City

Ohio

State

44333

ZIP Code

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- A. an agent is not appointed, or
- B. an agent is appointed but the authority of that agent has been revoked, or
- C. the agent cannot be found or served after the exercise of reasonable diligence.

Pursuant to Ohio Revised Code 1703.28 (A), a foreign corporation is required to pay an additional \$250 fee if the application is being made to enable the corporation to prosecute or defend a legal action. Please see Ohio Revised Code or the instructions for more information.

- ☒ No, the corporation is not filing for this purpose and an additional fee is not included.
- ☐ Yes, the application is being filed for this purpose and the additional \$250 fee is included with the filing fee.

If yes then:

Pursuant to Ohio Revised Code 1703.29(B), a foreign corporation that began transacting business in Ohio prior to 2009 without a license may be required to provide a certificate from the tax commissioner which states that the corporation has paid all franchise taxes which it should have paid had it qualified to do business in this state.

Did the corporation begin transacting business in Ohio prior to 2009?

- ☐ Yes, the D4 certificate from the tax commissioner is attached.
- ☒ No, the corporation began transacting business in 2009 or later, therefore, a D4 certificate is not required.

31.

Angelo Chambrne

Name of Officer

, being first duly sworn, deposes and says that he/she is the

President

of

Clear Point Energy, Inc.

Officer Title

Corporation

the corporation described in the foregoing application, and that the statements contained in said application are true and correct to best of my knowledge and belief.

Name

Angelo Chambrone

Signature

Angelo Chambrone

Sworn before me and subscribed on

4-4-16

Date

Angela M. Boles

Notary Public

NOTARY SEAL

ANGELA M. BOLES
Notary Public, State of New York
Qual. in Onondaga Co. No. 01808074211
Commission Expires May 13, 2018

Expiration Date of Notary's Commission

05/13/2018

Date

32.

Exhibit B-1 Jurisdiction of Operations

List of Jurisdictions of Operations

Clear Point Energy, Inc. ("Clear Point") is not currently licensed in any jurisdiction as a natural gas broker. Clear Point currently provides consulting and brokerage services in New York. At present, New York does not require licensing of brokers.

33.

Exhibit B-2 Experience and Plans

Experience and Plans

Clear Point Energy, Inc. ("Clear Point") plans to offer natural gas brokerage, consulting, and procurement services in Ohio. Our staff has over 60 years combined experience in the energy industry and held senior positions at both utilities and energy marketing companies. See key staff bios below.

Angelo Chambrone, President

Angelo Chambrone has over twenty (25) years of energy experience in both deregulated and regulated markets. He has a solid track record of success and exceeding expectations. His expertise spans operations, wholesale supply, risk management, pricing, sales, and regulatory affairs. Angelo currently leads Clear Point Energy, an energy consulting and procurement services firm. His firm focuses on large energy buyers, and start-up and new entrants in the retail energy supply business. Clear Point Energy provides strategic and technical consulting on a national basis. Prior to Clear Point he served as Vice President of BlueRock Energy of Syracuse, NY. He was a founder and key contributor in developing BlueRock from start-up to successful operations. Over his career he has held senior positions with leading energy marketing and utility firms. Angelo has also participated in numerous regulatory proceedings on industry restructuring of deregulated energy markets. He holds a M.B.A from LeMoyne College of Syracuse, and a B.S. in Accounting from the State University of NY College of Technology at Utica, NY.

Sandy Kraker, Director of Sales

With over 30 years in the regulated and deregulated energy business, Sandy Kraker, Director of Sales provides technical support, consulting services and procurement activities on behalf of Clear Point Energy. Mr. Kraker's experience began as manager of the gas transportation program at Niagara Mohawk during the genesis of gas deregulation in NY State. After leaving the utility Sandy represented a number of energy and consulting companies working primarily with fortune 500 companies. His energy tenure includes the following: Senior Sales Manager, **Direct Energy Business**; Vice President, Sales and Marketing, **Synergy Energy Holdings**; Director of Upstate NY Business, **Constellation New Energy**; Vice President, **North American Energy Conservation (NAEC)**; Senior Sales Mgr., **Hess Corporation** and Regional Sales Manager, **Direct Gas Supply / Texas Utilities Corporation**. With regard to procurement, Sandy's varied experience with these major Energy Companies provides valuable perspective on the viability, credibility and idiosyncrasies of the suppliers most qualified to serve Clear Point Energy clients. Mr. Kraker holds a B.S. in Business Management & Agricultural Engineering from Cornell University and a BS in Industrial Technology, State University of NY at Oswego.

Thomas Begay – Energy Analyst

Thomas Begay has almost a decade working in firms in both the regulated and de-regulated portions of the energy market. This has provided him significant experience in both front office (marketing/product development) and back office (billing/account management, customer/market analysis) operations. He currently works at Clear Point Energy, an energy consulting firm. The firm focuses on start-up and new entrants in the retail energy supply business. Clear Point Energy provides strategic and technical consulting on a national basis; Thomas works on market analysis and customer support. His previous work experience in the energy industry includes work for New York State Electric and Gas during the initial de-regulation of New York's energy market; working for Niagara Mohawk Energy Marketing (later Select Energy) in Billing Administration; and then the past two years working as an energy analyst for Clear Point Energy. He holds a B.S. in Business from LeMoyne College and a M.B.A. from Binghamton University.

34.

Exhibit B-2 Experience and Plans

Contracting Procedures

Clear Point will follow all Ohio PUC rules and regulations for enrolling customers with a licensed natural gas supplier. Our internal procedures require informing customers that we are a licensed broker and represent both suppliers and/or customers. Our fees will be disclosed upfront to customers. We will further advise customers that the price we quote from our licensed suppliers is inclusive of Clear Point fees unless another fee structure has been agreed upon between customer and Clear Point. We also provide customers with important phone numbers and website information for complaint handling and customer service for Clear Point Energy, the licensed supplier, Ohio Public Utility Commission and the Ohio Consumer Council.

Complaint Handling Procedures

Clear Point treats customer complaints very seriously. We make every effort to resolve customer complaints in a timely fashion. We will also advise customer they can contact directly the licensed supplier, Ohio Public Utility Commission, and Ohio Consumer Council to discuss their complaint. Customer will be provided phone numbers and website information for each of these entities along with any specific utility or supplier account number identification needed to resolve their issue.

Exhibit B-3 Summary of Experience

Summary of Experience

Clear Point Energy, Inc. ("Clear Point") staff has over 60 years combined experience in the energy industry and held senior positions at both utilities and energy marketing companies. See Exhibit B-2 for more bios of our staff. Angelo Chambrone has direct experience managing the gas supply function and our staff has working in sales and billing functions in many deregulated markets.

Experience

Clear Point currently provides energy brokerage and procurement services in New York. Our client base includes hospitals, national restaurant chains. We currently serve approximately 300 accounts with an annual gas volume of 335,000 dekatherms across multiple utility service areas.

36.

Exhibit B-4 Disclosure of Liabilities and Investigations

Disclosure

Clear Point Energy, Inc. ("Clear Point") does not have any past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could impact Clear Point's ability to provide the services we are seeking to be certified.

37.

Exhibit B-5 Disclosure of Consumer Protection Violations

Disclosure

The applicant (Clear Point Energy, Inc.), or any principle officer has not been convicted of fraud or violation of any consumer protection or antitrust laws within the past five years.

38.

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

Disclosure

The applicant (Clear Point Energy, Inc.), or any predecessor of the applicant has not had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, and has never been terminated from any of Ohio's Natural Gas Choice programs or been in default for failure to deliver natural gas

39.

Exhibit C-1 Annual Reports

Annual Reports

Clear Point Energy, Inc. ("Clear Point") is a privately held New York corporation and is taxed as a Sub-Chapter-S corporation. Clear Point is not required and does not prepare annual reports.

40.

Exhibit C-2 SEC Filings

Annual Reports

Clear Point Energy, Inc. ("Clear Point") is a privately held New York corporation and is taxed as a Sub-Chapter-S corporation. Clear Point is not required and does not prepare any SEC filings.

41.

Exhibit C-3 Financial Statements

Financial Statements

Clear Point Energy, Inc. ("Clear Point") is a privately held New York corporation and does not prepare audited financial statements. Please see separate envelope marked "Confidential Information" for a copy of our last two years of un-audited financial statements.

42.

Exhibit C-4 Financial Arrangements

Financial Arrangements

Clear Point Energy, Inc. ("Clear Point") is applying to be certified as a retail natural gas broker. Clear Point will not take title of natural gas on behalf of our customers. Clear Point therefore does not have any financial arrangements to report.

43.

Exhibit C-5 Forecasted Financial Statements

Forecasted Financial Statements

Please see separate envelop marked "Confidential Information" with two years of forecasted financial statements for your review.

44.

Exhibit C-6 Credit Rating

Credit Rating

Clear Point Energy, Inc. ("Clear Point") is a privately held company and does not have any debt or take title to natural gas supply on behalf of customers. We provide brokerage and consulting services in deregulated markets. Please see credit report as provided by Experian credit services dated May 19, 2016.

45.

Experian Business Credit
CreditScoreSM Report

as of: 05/19/16 15:29 ET

Clear Point Energy, Inc

Address:	3934 Pawnee Dr Liverpool, NY 13090-2851 United States	Key Personnel:	Angelo S Chambrone
Phone:	888-341-1041	SIC Code:	4911-Electric Services
Website:	clearpointenergy.com	NAICS Code:	221100-Electric Power Generation, Transmission And Distribution
Experian BIN:	959572679	Business Type:	Corporation
		Experian File Established:	May 2012
		Experian Years on File:	4 Years
		Years in Business:	More than 4 Years

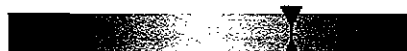
This location does not yet have an estimated Days Beyond Terms (DBT), or a Payment Trend Indicator. This is often the result of too few Payment Tradelines.

Lowest 6 Month Balance: \$1,168
Highest 6 Month Balance: \$4,425
Current Total Account Balance: \$0
Highest Credit Amount Extended: \$0

Payment Tradelines: 1
UCC Filings: 0

☐ **Businesses Scoring Worse:** 71%
☒ **Bankruptcies:** 0
☒ **Liens:** 0
☒ **Judgments Filed:** 0
☒ **Collections:** 0

Credit Summary
Credit Ranking Score: 72

High
Risk

Low
Risk

The objective of the Credit Ranking Score is to predict payment behavior. High Risk means that there is a significant probability of delinquent payment. Low Risk means that there is a good probability of on-time payment.

Key Score Factors:

- Low number of recently reported commercial accounts.
- High maximum commercial account bal in the last 12 mos.
- Length of time on experian's file.
- Ratio of total bal to total high bal across all comm accts.

Recommended Action: Low To Medium Risk

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Exhibit C-7 Credit Report

Credit Report

Please see attached credit report dated May 19, 2016 from Experian credit services company.

47.

Experian Business Credit

CreditScoreSM Report

as of: 05/19/16 15:29 ET

Clear Point Energy, Inc

Address: 3934 Pawnee Dr
Liverpool, NY 13090-2851
United States
Phone: 888-341-1041
Website: clearpointenergy.com
Experian BIN: 959572679

Key Personnel: Angelo S Chambrone
SIC Code: 4911-Electric Services
NAICS Code: 221100-Electric Power Generation,
Transmission And Distribution
Business Type: Corporation
Experian File Established: May 2012
Experian Years on File: 4 Years
Years in Business: More than 4 Years

This location does not yet have an estimated Days Beyond Terms (DBT), or a Payment Trend Indicator. This is often the result of too few Payment Tradelines.

Lowest 6 Month Balance: \$1,168
Highest 6 Month Balance: \$4,425
Current Total Account Balance: \$0
Highest Credit Amount Extended: \$0

Payment Tradelines: 1
UCC Filings: 0

Businesses Scoring Worse: 71%
✓ **Bankruptcies:** 0
✓ **Liens:** 0
✓ **Judgments Filed:** 0
✓ **Collections:** 0

Credit Summary

Credit Ranking Score: 72

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Risk



Low
Risk

The objective of the Credit Ranking Score is to predict payment behavior. High Risk means that there is a significant probability of delinquent payment. Low Risk means that there is a good probability of on-time payment.

Key Score Factors:

- Low number of recently reported commercial accounts.
- High maximum commercial account bal in the last 12 mos.
- Length of time on experian's file.
- Ratio of total bal to total high bal across all comm accts.

Recommended Action: Low To Medium Risk

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Exhibit C-8 Bankruptcy Information

Bankruptcy Information

Clear Point Energy, Inc. ("Clear Point") has never filed for bankruptcy or had any reorganizations since inception. Clear Point does not have any corporate debt or liens filed on behalf of any creditor since inception of the company.

49.

Exhibit C-9 Merger Information

Merger Information

Clear Point Energy, Inc. ("Clear Point") has never had any dissolution, merger, or acquisition of company since inception.

Exhibit C-10 Corporate Structure

Clear Point Energy Corporate Structure:

Clear Point Energy is a standalone New York Corporation and does not have any affiliates or subsidiaries. Clear Point Energy was formed on 11/17/2010.

51.

Exhibit D-1 Operations

Operations

Clear Point Energy, Inc. ("Clear Point") plans to offer natural gas brokerage, consulting, and procurement services in Ohio. Our staff has over 60 years combined experience in the energy industry and held senior positions at both utilities and energy marketing companies. See key staff bios below.

Contracting Procedures

Clear Point will follow all Ohio PUC rules and regulations for enrolling customers with a licensed natural gas supplier. Our internal procedures require informing customers that we are a licensed broker and represent both suppliers and/or customers. Our fees will be disclosed upfront to customers. We will further advise customers that the price we quote from our licensed suppliers is inclusive of Clear Point fees unless another fee structure has been agreed upon between customer and Clear Point. We also provide customers with important phone numbers and website information for complaint handling and customer service for Clear Point Energy, the licensed supplier, Ohio Public Utility Commission and the Ohio Consumer Council.

Energy Procurement Process

Our procurement process follows a four step process:

Needs Evaluation and Energy Analysis

- Assess client specific needs
- Collect energy data and analyze

Commodity Strategy

- Review energy data
- Formulate RFP requirements

Supplier Qualification

- Qualify Suppliers
- Conduct Competitive Bidding Process

Contract Execution

- Formulate / Review Agreements

Exhibit D-2 Operations Expertise

Operations

Clear Point Energy, Inc. ("Clear Point") plans to offer natural gas brokerage, consulting, and procurement services in Ohio. Our staff has over 60 years combined experience in the energy industry and held senior positions at both utilities and energy marketing companies. See key staff bios below.

Expertise

Clear Point has an experience staff and a proven procurement service process to ensure customers get the best information and value. Please see Exhibit D-3 for bios on our key technical personnel.

Exhibit D-3 Key Technical Personnel

Angelo Chambrone, President

Phone: (315)472-1864, achambrone@clearpointenergy.com

Angelo Chambrone has over twenty (25) years of energy experience in both deregulated and regulated markets. He has a solid track record of success and exceeding expectations. His expertise spans operations, wholesale supply, risk management, pricing, sales, and regulatory affairs. Angelo currently leads Clear Point Energy, an energy consulting and procurement services firm. His firm focuses on large energy buyers, and start-up and new entrants in the retail energy supply business. Clear Point Energy provides strategic and technical consulting on a national basis. Prior to Clear Point he served as Vice President of BlueRock Energy of Syracuse, NY. He was a founder and key contributor in developing BlueRock from start-up to successful operations. Over his career he has held senior positions with leading energy marketing and utility firms. Angelo has also participated in numerous regulatory proceedings on industry restructuring of deregulated energy markets. He holds a M.B.A from LeMoyne College of Syracuse, and a B.S. in Accounting from the State University of NY College of Technology at Utica, NY.

Sandy Kraker, Director of Sales

Phone: (315)439-3434, skraker@clearpointenergy.com

With over 30 years in the regulated and deregulated energy business, Sandy Kraker, Director of Sales provides technical support, consulting services and procurement activities on behalf of Clear Point Energy. Mr. Kraker's experience began as manager of the gas transportation program at Niagara Mohawk during the genesis of gas deregulation in NY State. After leaving the utility Sandy represented a number of energy and consulting companies working primarily with fortune 500 companies. His energy tenure includes the following: Senior Sales Manager, **Direct Energy Business**; Vice President, Sales and Marketing, **Synergy Energy Holdings**; Director of Upstate NY Business, **Constellation New Energy**; Vice President, **North American Energy Conservation (NAEC)**; Senior Sales Mgr., **Hess Corporation** and Regional Sales Manager, **Direct Gas Supply / Texas Utilities Corporation**. With regard to procurement, Sandy's varied experience with these major Energy Companies provides valuable perspective on the viability, credibility and idiosyncrasies of the suppliers most qualified to serve Clear Point Energy clients. Mr. Kraker holds a B.S. in Business Management & Agricultural Engineering from Cornell University and a BS in Industrial Technology, State University of NY at Oswego.

Thomas Begay – Energy Analyst

Phone: (315)472-1893, tbegay@clearpointenergy.com

Thomas Begay has almost a decade working in firms in both the regulated and de-regulated portions of the energy market. This has provided him significant experience in both front office (marketing/product development) and back office (billing/account management, customer/market analysis) operations. He currently works at Clear Point Energy, an energy consulting firm. The firm focuses on start-up and new entrants in the retail energy supply business. Clear Point Energy provides strategic and technical consulting on a national basis; Thomas works on market analysis and customer support. His previous work experience in the energy industry includes work for New York State Electric and Gas during the initial de-regulation of New York's energy market; working for Niagara Mohawk Energy Marketing (later Select Energy) in Billing Administration; and then the past two years working as an energy analyst for Clear Point Energy. He holds a B.S. in Business from LeMoyne College and a M.B.A. from Binghamton University.

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