



NEW WAVE
Energy Corporation

Ride the Wave
to our Energy Future

FILE

17-0060-GA-CRS

55

December 28, 2016

VIA U.S. CERTIFIED MAIL

Public Utilities Commission
Docketing Division
13th Floor
180 East Broad Street
Columbus, OH 43215-3793

PUCO

2017 JAN 10 PM 12:54

Re: **Application of New Wave Energy Corp. to Supply Natural Gas Services (CRNGS) in the State of Ohio**

Dear Docketing Division,

Enclosed for filing please find an original plus three (+3) copy of the tendered Application of New Wave Energy Corp. for the Commission's consideration to Supply Natural Gas/CRNGS services, coupled with all required affidavits and attachments. **Please note that Exhibit A-17, Exhibit B-2, and Exhibit C-3, C-4, C-5, and C-7 (Financial Fitness), for this filing contain Confidential Information; have been marked as such; and have been placed within the adjoined/mailed Application and clearly marked with their corresponding cover pages.**

New Wave Energy Corp. would also like to notify the Commission that it has simultaneously tendered its Retail Electric Generation Providers and Power Marketers Application to request approval for CRES status. We respectfully ask the Commission, if possible, that these Applications be reviewed and/or approved at or during the same period so that our licenses for both services run concurrently.

Copies of the Application have been served in accordance with the attached Certificate of Service.

We would like to take this time to thank the Commission in advance for its consideration of our Application. Thank you, and should you need anything further, or if you have any questions, please feel free to contact me directly.

Sincerely,

Nicholas Jerge
Executive Vice President
New Wave Energy Corporation
Ph. 716-713-9154
Fx. 866-316-9366

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 on **JAN 10 2017**
Technician MA Date Processed _____

nick@nwaveenergy.com
www.nwaveenergy.com



PUCO USE ONLY – Version 1.07		
Date Received	Case Number	Certification Number
17-0060	- GA-CRS	

CERTIFICATION APPLICATION

COMPETITIVE RETAIL NATURAL GAS SUPPLIERS

Please **type or print** all required information. Identify all attachments with an exhibit label and title (***Example: Exhibit A-16 - Company History***). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

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

SECTION A - APPLICANT INFORMATION AND SERVICES

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

☒ **Retail Natural Gas Aggregator** ☒ **Retail Natural Gas Broker** ☒ **Retail Natural Gas Marketer**

A-2 Applicant information:

Legal Name	NEW WAVE ENERGY CORP		
Address	2805 East Oakland Park Boulevard, #351, Fort Lauderdale, FL 33306		
Telephone No.	716-887-9700	Web site Address	www.nwaveenergy.com

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

Name	InCorp Services, Inc,		
Address	9435 Waterstone Boulevard Suite 140, Cincinnati, OH 45249		
Web site Address	www.incorp.com	Telephone No.	702-866-2500

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

NEW WAVE ENERGY CORP

A-5 Contact person for regulatory or emergency matters:

Name	Nicholas Jerge	Title	Executive Vice President
Business Address	434 Delaware Ave, Buffalo, NY 14202		
Telephone No.	716-713-9154	Fax No.	1-866-316-9366
Email Address	nick@nwaveenergy.com		

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

Name	NICHOLAS JERGE	Title	Executive Vice President
Business address	434 Delaware Ave, Buffalo, NY 14202		
Telephone No.	716-713-9154	Fax No.	1-866-316-9366
		Email Address	nick@nwaveenergy.com

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

Customer service address 434 Delaware Ave, Buffalo, NY 14202

Toll-Free Telephone No. 1-855-998-9283 **Fax No.** 1-866-316-9366 **Email Address** support@nwaveenergy.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	Steven Porto	Title	Regional Director
Business address	1738 Waterstone Blvd. #205, Miamisburg, OH 45342		
Telephone No.	954-650-9436	Fax No.	1-866-316-9366
Email Address	info@nwaveenergy.com		

A-9 Applicant's federal employer identification number 61 1607145

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 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 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,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.
- A-18 Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- B-1 Exhibit B-1 "Jurisdictions of Operation,"** provide a current list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail natural gas service, or retail/wholesale electric services.
- B-2 Exhibit B-2 "Experience & Plans,"** provide a current description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational

status or ability to provide the services it is seeking to be certified to provide.

- B-5 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No ☐ Yes

If Yes, provide a separate attachment labeled as Exhibit B-5 "Disclosure of Consumer Protection Violations," detailing such violation(s) and providing all relevant documents.

- B-6 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas.

☒ No ☐ Yes

If Yes, provide a separate attachment, labeled as Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation," detailing such action(s) and providing all relevant documents.

SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

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

- C-6 Exhibit C-6 "Credit Rating,"** provide a statement disclosing the applicant's current credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant.
- C-7 Exhibit C-7 "Credit Report,"** provide a copy of the applicant's current credit report from Experian, Dun and Bradstreet, or a similar organization.
- C-8 Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or since applicant last filed for certification.
- C-9 Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application, or at any time as a participant in the Ohio Natural Gas Choice programs.

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. Please include whether the applicant's operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.
- 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

Muh L. Aziz, Creative V.P.

Sworn and subscribed before me this

4th day of *April* Month *2016* Year

[Signature]
Signature of official administering oath

MOHAMMED RAHEEMUDDIN
Print Name and Title *Relationship Banker*

Notary

My commission expires on

09-08-2019

MOHAMMED RAHEEMUDDIN
No. 01RA6098329
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 09/08/2019

(CRNGS Supplier –Version 1.07)

Page 6 of 7



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

NEW WAVE ENERGY CORP)

for a Certificate or Renewal Certificate to Provide)

Competitive Retail Natural Gas Service in Ohio.)

Case No.

- -GA-CRS

County of

Erie

State of

New York

Nicholas Jerge

[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

[Signature], Executive V.P.

Sworn and subscribed before me this

4th

day of

April

Month

2016

Year

[Signature]

Signature of Official Administering Oath

MOHAMMED RAHEEMUDDIN

Print Name and Title

Relationship Banker

MOHAMMED RAHEEMUDDIN
No. 01RA6098329

Notary Public, State of New York
Qualified in Erie County

Commission Expires 09/08/2019

My commission expires on

09-08-2019

(CRNGS Supplier -Version 1.07) Page 7 of 7

NEW WAVE ENERGY CORP.
Case No. _____
Competitive Retail Natural Gas Supplier Application

Exhibit A-14
Principal Officers, Directors & Partners

Name	Title	Address	Contact Number
John Ludtka	President	434 Delaware Ave., Buffalo, NY 14202	716-983-0085
Nicholas Jerge	Executive Vice President	434 Delaware Ave., Buffalo, NY 14202	716-713-9154
James Jerge	CFO/Treasurer	434 Delaware Ave., Buffalo, NY 14202	716-887-9700

NEW WAVE ENERGY CORP.
Case No. _____
Competitive Retail Natural Gas Supplier Application

Exhibit A-15
Corporate Structure

New Wave Energy Corp. is a privately owned retail electric and natural gas supply company, a Florida corporation, with active operations in New York State and the Commonwealth of Pennsylvania.



NEW WAVE
Energy Corporation

Ride the Wave
to our Energy Future

Nicholas Jerge
Vice President,
Inside Counsel

John M. Ludtka
President

James Jerge
President

James Schuster
Director of
Operations

Anthony Marrano
Electric Operations

Secretary

Chad Griffin
Gas Operations

NEW WAVE ENERGY CORP.
Case No. _____
Competitive Retail Natural Gas Supplier Application

Exhibit A-16
Company History

New Wave Energy Corp. ("NWE") is committed to providing leading expertise and products in deregulated markets across the United States. Founded in 2009, as a Florida S-Corp, and fully licensed as an electric and natural gas supply company in New York State in 2011, NWE has committed itself to supplying its customers with the most comprehensive energy plans available to suit their individual needs. In accordance with these goals, New Wave Energy has used its best efforts to service any and all customers it solicits, approaches, or otherwise meets.

NWE's Customers are diverse and widespread. They include:

- Large Industrial & Manufacturing Companies
- Government & Municipalities
- Small Businesses
- Individual Residencies

NWE is a leading retail energy service provider in New York State and is in its infant stages in the Commonwealth of Pennsylvania. It has leading expertise dealing with projects of all shapes, sizes, profiles and demands. Through managing and supplying thousands of customers, whom amount to millions of square footage, a hundreds-of-millions of kilowatt hours (kWh), and hundreds of thousands of dekatherms, NWE has the knowledge, experience, and background to service any customer no matter their scope or size.

NWE's management team combines the experiences of executives, inside sales, and outside sales channels with extensive backgrounds in managing and developing successful portfolios within the established and emerging energy markets. New Wave Energy currently has three (3) executives and a support staff with more than fifty years of combined experience. The Company's executive staff and operations are conveniently located in Buffalo, NY.

Exhibit A-17

New Wave Energy Corp. Articles of Incorporation and Bylaws

CONFIDENTIAL INFORMATION

NEW WAVE ENERGY CORP.
Case No. _____
Competitive Retail Natural Gas Supplier Application

Exhibit A-18
Secretary of State



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/21/2016	201611102974	FOREIGN FOR PROFIT CORPORATION - LICENSE (FLF)	99.00	0.00	0.00	0.00	0.00

Receipt

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

INCORP SERVICES INC
3773 HOWARD HUGHES PKWY STE 500S
LAS VEGAS, NV 89169-6014

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Jon Husted
3893020**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
NEW WAVE ENERGY CORP

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

Document(s)

FOREIGN FOR PROFIT CORPORATION - LICENSE

Effective Date: 04/19/2016

Document No(s):

201611102974

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
21st day of April, A.D. 2016.

Jon Husted

Ohio Secretary of State



Form 530A Prescribed by:

JON HUSTED
 OHIO SECRETARY OF STATE

 Toll Free: (877) 803-FILE (877-767-3453)
 Central Ohio: (614) 488-3610

www.OhioSecretaryofState.gov
husted@OhioSecretaryofState.gov
File online or for more information: www.OhioBusinessCentral.com

Mail this form to one of the following:

 Regular Filing (non expedite)
 P.O. Box 430
 Columbus, OH 43241

 Expedite Filing (two business day processing time)
 Requires an additional \$100.00
 P.O. Box 1380
 Columbus, OH 43241

Foreign For-Profit Corporation Application for License

Filing Fee: \$99

(151-FLF)

Form Must Be Typed

2009 APR 19 PM 3:02

 The application is made to procure a ☒ Permanent License ☐ Temporary License (valid for six months)

Attach Certificate of Good Standing from the jurisdiction of formation (see instructions)

Name of Corporation **New Wave Energy Corp**

(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

Florida

Jurisdiction of Formation

Date of Incorporation in Jurisdiction of Formation

10/26/2009

Date of Incorporation

The location of the principal office is:

434 Delaware Avenue

Mailing Address

Buffalo

City

NY

State

14202

ZIP Code

If the principal office is located outside Ohio, provide a location in Ohio, if one exists

Mailing Address

City

State

ZIP Code

A brief summary of the corporate purpose(s) to be exercised within Ohio

Retail Energy Supply and Services

Appointment of Agent

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

InCorp Services, Inc.

Name

9435 Waterstone Boulevard Suite 140

Mailing Address

Cincinnati

City

Ohio

State

45249

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 1703.28(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.

Nicholas Jerge		, being first duly sworn, deposes and says that he/she is the	
Name of Officer			
Vice President		of	New Wave Energy Corp
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	Nicholas Jerge		
Signature			
Sworn before me and subscribed on		04-04-16	
		Date	
			
		Notary Public	
NOTARY SEAL		Expiration Date of Notary's Commission	
MOHAMMED RAHEEMUDDIN		09-08-19	
No. 01RA8096329		Date	
Notary Public, State of New York			
Qualified in Erie County			
My Commission Expires 08/08/2019			

State of Florida Department of State

I certify from the records of this office that NEW WAVE ENERGY CORP is a corporation organized under the laws of the State of Florida, filed on October 26, 2009.

The document number of this corporation is P09000088200.

I further certify that said corporation has paid all fees due this office through December 31, 2016, that its most recent annual report/uniform business report was filed on April 12, 2016, and that its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Twelveth day of April, 2016*



Ken Ditzner
Secretary of State

Tracking Number: CU7695948265

To authenticate this certificate, visit the following site, enter this number, and then follow the instructions displayed.

<https://services.sunbiz.org/Filings/CertificateOfStatus/CertificateAuthentication>

Order Form: Qualify My Company to do Business in Another State (Foreign Qualification)

X



Foreign Qualification

Thank you for your purchase!

A confirmation was sent to your email account.

The Agent addresses for your selected Jurisdictions are as follows. Please use these on your documents.

Ohio
InCorp Services, Inc.
9435 Waterstone Boulevard Suite 140
Cincinnati, OH 45249
Hamilton County

SPECIAL OFFERS FROM OUR PARTNERS**WAIT! Do not ignore your business license requirements**

Identify all licensing requirements, get licensed, and stay licensed.



**Department of
Public Service**

Public Service Commission
Audrey Zibelman
Chair

Patricia L. Acampora
Gregg C. Sayre
Diane X. Burman
Commissioners

Kimberly A. Harriman
General Counsel
Kathleen H. Burgess
Secretary

Three Empire State Plaza, Albany, NY 12223-1350
www.dps.ny.gov

February 19, 2016

Nicholas J. Jerge
New Wave Energy, Corp.
2805 East Oakland Park Boulevard, #351
Fort Lauderdale, FL 33306
nick@nwaveenergy.com

RE: New Wave Energy, Corp. - January Compliance 2016

Dear Mr. Jerge:

Thank you for your recent submittal pursuant to Section 2.D.1 of the New York State Department of Public Service's Uniform Business Practices (UBP). This letter is to inform you that the documentation submitted has been reviewed by Staff and determined to be in compliance with the UBP.

Be advised that to maintain your ESCO eligibility, you must notify Staff of any contact changes, substantive legal, financial or business related changes to your company as they occur. If your business plan changes and you decide to expand your service offerings, you must immediately submit the appropriate documentation for Staff review and determination of how it affects your current eligibility.

If you are using vendors to provide ESCO related services (e.g., EDI), the ESCO remains fully responsible for any activities the vendors perform. If you have not already done so, or if you have changed vendors since last reporting them to us, please provide Staff a list with contact information for all vendors that you are now using.

Please do not hesitate to contact me with any further questions or concerns at (518) 473-2943 or Kirsten.ewing@dps.ny.gov.

Sincerely,

Kirsten Ewing
Office of Consumer Services

NEW WAVE ENERGY CORP.
Case No. _____
Competitive Retail Natural Gas Supplier Application

Exhibit B-1
Jurisdictions of Operations

New Wave Energy Corp. (NVEC) is a fully licensed electric and natural gas provider for customers of all service classes in the following utilities in New York State: National Grid, NYSEG, RGE, and National Fuel.

NVEC is a fully licensed natural gas supplier for customers of all service classes in the following utilities in the Commonwealth of Pennsylvania: National Fuel, Peoples Gas

NVEC has pending electric generation services (EGS) licenses in the Commonwealth of Pennsylvania for all utilities and all service classes.

Exhibit B-2

Experience & Plans

CONFIDENTIAL INFORMATION

NEW WAVE ENERGY CORP.
Case No. _____
Competitive Retail Natural Gas Supplier Application

Exhibit B-3
Summary of Experience

NWEC is a leading retail energy service provider in New York State and in its infant stages in the Commonwealth of Pennsylvania. It has leading expertise dealing with projects of all shapes, sizes, profiles and demands. Through managing and supplying thousands of customers, whom amount millions of square footage, hundreds-of-millions of kilowatt hours (kWh), and hundreds of thousands of dekatherms. NWEC has the knowledge, experience, and background to service any customer no matter their scope or size.

NWEC's management team combines the experiences of executives, inside sales, and outside sales channels with extensive backgrounds in managing and developing successful portfolios within the established and emerging energy markets. New Wave Energy currently has three (3) executives and a support staff with more than fifty years of combined experience. The Company's executive staff and operations are conveniently located in Buffalo, NY.

NEW WAVE ENERGY CORP.
Case No. _____
Competitive Retail Natural Gas Supplier Application

Exhibit B-4
Disclosure of Liabilities and Investigations

None.

**AMENDED AND RESTATED
BYLAWS
OF
NEW WAVE ENERGY CORP**

ARTICLE I MEETING

Section 1. Annual Meeting. The annual meeting of the Shareholders of the Corporation shall be held on March 1st of each year or on such other date as the Board of Directors of the Corporation may designate. Business transacted at the annual meeting shall include the election of Directors of the Corporation. If the date designated for the annual meeting falls on a Sunday or legal holiday, then the meeting shall be held on the first business day thereafter.

Section 2. Special Meetings. Special meetings of the Shareholders shall be held when directed by the President or the Board of Directors, or when requested in writing by the holders of not less than a majority of all the shares entitled to vote at the meeting. A meeting requested by Shareholders shall be called for a date not less than ten (10) nor more than sixty (60) days after request is made, unless the Shareholders requesting the meeting designate a later date. The call for the meeting shall be issued by the Secretary, the President, a majority of Shareholders, the Board of Directors, or such other person as designated by any of the same.

Section 3. Place. Meetings of Shareholders shall be held at the principal place of business of the Corporation, the law office representing the Corporation or at such other place as may be designated by the Board of Directors.

Section 4. Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the meeting, either personally or by first class mail, by or at the direction of the President, the Secretary or the officer or persons calling the meeting, to each Shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, prepaid and addressed to the Shareholder at his address as it appears on the stock transfer books of the Corporation.

Section 5. Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjournment meeting, a notice of the adjourned meeting shall be given as provided in this Article to each Shareholder of record.

Section 6. Shareholder Quorum and Voting. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and

entitled to vote on the subject matter shall be the act of the Shareholders, unless otherwise provided by law.

Section 7. Voting of Shares. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of Shareholders.

Section 8. Proxies. A Shareholder may vote either in person or by proxy executed in writing by the Shareholder or his duly authorized attorney-in-fact. No proxy shall be valid eleven (11) months from the date thereof unless otherwise provided in the proxy.

Section 9. Action by Shareholders Without a Meeting. Any action required by law, these Bylaws, or the Articles of Incorporation of the Corporation to be taken at any annual or special meeting of Shareholders, or any action which may be taken at any annual or special meeting of Shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, as is provided by law.

ARTICLE II - DIRECTORS

Section 1. Function. The Board of Directors shall exercise its power and authority to manage the business and affairs of the Corporation.

Section 2. Qualification. Directors need not be residents of the State of Florida or Shareholders of the Corporation.

Section 3. Compensation. The Board of Directors shall have authority to fix the compensation of Directors.

Section 4. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 5. Number. The number of Directors shall not be less than one (1) nor more than five (5), which number shall be determined from time to time by the Board of Directors.

Section 6. Election and Term. Each person named in the Articles of Incorporation as a member of the initial Board of Directors shall hold office until the First Annual Meeting of Shareholders, and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

At the First Annual Meeting of Shareholders and at each annual meeting thereafter, the Shareholders shall elect Directors to hold office until the next succeeding annual meeting. Each Director shall hold office for a term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Shareholders.

Section 8. Removal of Directors. At a meeting of Shareholders called expressly for that purpose, any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors.

Section 9. Quorum and Voting. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of voting by the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution shall have and may exercise all the authority of the Board of Directors, except as is provided by law.

Section 11. Place of Meeting. Regular and special meetings of the Board of Directors shall be held at the principal office of the Corporation.

Section 12. Time, Notice and Call of Meetings. Regular meetings of the Board of Directors shall be held without notice on the 15th day of each month unless otherwise determined by the Board of Directors. Written notice of the time and place of special meetings of the Board of Directors shall be given to each Director by either personal delivery, facsimile transmission, email or regular mail at least three (3) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any Director who signs a Waiver of Notice either before or after a meeting. Attendance of a Director at a meeting shall constitute a Waiver of Notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objections to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the Notice or Waiver of Notice of such meeting.

A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

Meetings of the Board of Directors may be called by the Chairman of the Board, by the President of the Corporation, or by any two Directors.

Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

Participation by such means shall constitute presence in person at a meeting.

Section 13. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all the Directors, or all the members of the committee, as the case may be, is filed in the Minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

Section 14. Transaction with Interested Persons. Unless entered into in bad faith, no contract or transaction between the Corporation and one of its Directors, officers, or shareholders, or between the Corporation and any other person in which one or more of its Directors, officers or shareholders have a financial interest or are Directors, partners, shareholders or officers or employees, shall be voidable solely for this reason or solely because said shareholder, Director or officer was present or participated in the authorization of such contract or transaction if: (i) the material facts as to the relationship or interest of said person and as to the contract or transaction were disclosed or known to the Board of Directors and the contract or transaction was authorized by a majority of the votes held by disinterested shareholders or the Board of Directors (if any); or (ii) the contract or transaction was entered into on terms and conditions that were fair and reasonable to the Corporation as of the time it was authorized, approved, or ratified. Subject to compliance with the provisions of this Section 14, no shareholder, Director, or officer interested in such contract or transaction, because of such interest, shall be considered to be liable to the Corporation, any other shareholder, Director or other person for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction.

Section 15. Limitation of Liability of Directors. No Director shall be obligated personally for any debt, obligation, or liability of the Corporation or of any shareholder, whether arising in contract, tort, or otherwise, by reason of being or acting as Director of the Corporation. No Director shall be personally liable to the Corporation or its shareholders for any action undertaken or omitted in good faith reliance upon the provisions of these ByLaws unless the acts or omissions of the Director were not in good faith or involved gross negligence or intentional misconduct; provided that subject to Section 14 above, each Director shall owe, and shall act in a manner consistent with, fiduciary duties to the Corporation and its shareholders of the nature, and to the same extent, as those owed by directors of a New York corporation. Any person alleging any act or omission as not taken or omitted in good faith shall have the burden of proving by a preponderance of the evidence the absence of good faith.

ARTICLE III - OFFICERS

Section 1. Officers. The Officers of the Corporation shall consist of a President, Vice President, Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other Officers and assistant Officers and Agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person.

Section 2. Duties. The Officers of the Corporation shall have the following duties:

a. The President shall be the chief executive officer of the Corporation, shall have the general and active management of the business and affairs of the Corporation subject to the directions of the Board of Directors, and shall preside at all meetings of the Shareholders and Board of Directors.

b. The Vice President(s), in the order designated by the Board of Directors, or lacking such a designation by the President, shall, in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be prescribed by the Board of Directors or the President.

c. The Secretary shall have custody of and maintain all of the corporate records except the financial records and shall, as requested, record the minutes of all meetings of the Shareholders and Board of Directors, send all notices of all meetings and perform such other duties as may be prescribed by the Board of Directors or the President.

d. The Treasurer shall have the custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of Shareholders, and whenever else required by the Board of Directors or the President, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3. Removal of Officers. An officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served thereby. Any vacancy in any office may be filled by the Board of Directors.

ARTICLE IV - STOCK CERTIFICATES

Section 1. Issuance. Every holder of shares in the Corporation shall be entitled to have a Certificate representing all shares to which he is entitled. No Certificate shall be issued for any share until such share is fully paid.

Section 2. Form. Certificates representing shares in the Corporation shall be signed by the President and the Secretary or an Assistant Secretary and may be sealed with the Seal of the Corporation or a facsimile thereof.

Section 3. Transfer of Stock. The Corporation shall register a Stock Certificate presented to it for transfer if the Certificate is properly endorsed by the holder of record or by his duly authorized attorney.

Section 4. Lost, Stolen or Destroyed Certificates. If the shareholder shall claim to have lost or destroyed a Certificate of shares issued, upon the making of an affidavit of the fact by the person claiming the Certificate of stock to be lost, stolen or destroyed, and, at the discretion of the Board of Directors, upon the deposit of a bond or other indemnity in such amount and with such sureties, if any, as the Board may reasonably require, the Board of Directors may direct a new Certificate or Certificates to be issued in place of any Certificate or Certificates theretofore issued by the Corporation.

ARTICLE V - BOOKS AND RECORDS

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Shareholders, Board of Directors and committees of Directors.

The Corporation shall keep at its registered office or principal place of business, a record of its Shareholders, giving the names and addresses of all Shareholders and the number of shares held by each.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. Shareholders' Inspection Rights. Any person who shall have been a holder of record of shares, or of voting trust certificates therefor, at least six (6) months immediately preceding his demand, or the holder of record of voting trust certificates for at least five percent (5%) of the outstanding shares of the Corporation, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, its relevant books and records of accounts, minutes and records of shareholders and to make extracts therefrom.

Section 3. Financial Information. Not later than four (4) months after the close of each fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, and a Profit and Loss Statement showing the results of the operations of the Corporation during its fiscal year.

Upon the written request of any Shareholder or holder of voting trust certificates for shares of the Corporation, the Corporation shall mail to each Shareholder, or holder of voting trust certificates, a copy of the most recent Balance Sheet and Profit and Loss Statement.

Balance Sheets and Profit and Loss Statements shall be kept in the registered office of the Corporation in this state for at least five (5) years, and shall be subject to inspection during business hours by any Shareholder or holder of voting trust certificates, in person or by agent.

ARTICLE VI - DIVIDENDS

The Board of Directors of the Corporation may, from time to time, declare, and the Corporation may pay, dividends on its shares in cash, property or its own shares, except when the Corporation is insolvent or when the payment thereof would render the Corporation insolvent, subject to the provisions of the Florida Statutes.

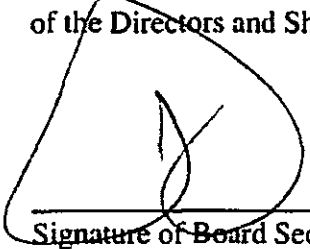
ARTICLE VII - CORPORATE SEAL

The Board of Directors may provide a corporate seal which shall be in circular form.

ARTICLE VIII - AMENDMENT

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority of the members of the Board of Directors making such resolution; and, thereafter, submitting the said altered, amended, repealed and new Bylaws to a specially called Shareholders meeting, at which meeting a majority of the Shareholders entitled to vote, represented in person or by proxy, shall have approved or disapproved.

The foregoing Amended and Restated Bylaws were adopted by a majority of the Shareholders of the Corporation at its principal place of business, at the organizational meeting of the Directors and Shareholders held on the 1st day of January, 2012.



Signature of Board Secretary



**Department of the Treasury
Internal Revenue Service
PO Box 606
Buffalo, NY 14225**

**In reply refer to: 0153642719
Nov 19, 2009 LTR 147C
61-1607145**

**NEW WAVE ENERGY CORP
% JOHN M LUDTKA
3250 NE 28TH ST STE 408
FT LAUDERDALE FL 33308**

Taxpayer Identification Number: 61-1607145

Form(s):

Dear Taxpayer:

This letter is in response to your telephone inquiry of November 19th, 2009.

Your Employer Identification Number (EIN) is 61-1607145. Please keep this number in your permanent records. You should enter your name and your EIN, exactly as shown above, on all business federal tax forms that require its use, and on any related correspondence documents.

If you have any questions regarding this letter, please call our Customer Service Department at 1-800-829-0115 between the hours of 7:00 AM and 10:00 PM. If you prefer, you may write to us at the address shown at the top of the first page of this letter. When you write, please include a telephone number where you may be reached and the best time to call.

Sincerely,

**E LEHNER
1605846
Customer Service Representative**

New York State Department of
Taxation and Finance
Tax Registration



NEW WAVE ENERGY CORP
PO BOX 42
BOWMANVILLE NY 14026-0042

1103336-412700-AP00



Cut along this line

New York State Department of Taxation and Finance
Certificate of Authority

Identification number

61-1607145

(Use this number on all returns and correspondence)



VALIDATED

3

This is authorized to collect sales and use taxes in accordance with articles 28 and 29 of the New York State Tax Law.

Nontransferable

This certificate must be prominently displayed at your place of business.
Fraudulent or improper use of this certificate will cause it to be revoked.

The certificate may not be photocopied or reproduced.

Photographic copy

402016900018

100305000195

APPLICATION FOR AUTHORITY
OF

210317
New Wave Energy Corp

(Insert corporate name)

Under Section 1304 of the Business Corporation Law

Filed by: John M. Ludtka
(Name)

3250 NE 28th St. Suite 408
(Mailing address)

Fort Lauderdale, Florida 33308
(City, State and Zip code)

Note: This form was prepared by the New York State Department of State for filing an application for authority for a business corporation. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. Annexed to the application for authority must be a Certificate of Existence from the official who files and maintains incorporation records in the jurisdiction of the corporation's incorporation. (Please note: This official is generally the Secretary of State and many jurisdictions refer to the Certificate of Existence as a Certificate of Good Standing.) The application must be submitted with a \$225 filing fee. Checks should be made payable to the Department of State.

100
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 05 2010

TAXES _____

FEES _____

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2010 MAR 5 AM 11:00

211

**Electronic Articles of Incorporation
For**

P09000088200
FILED
October 26, 2009
Sec. Of State
Ipooie

NEW WAVE ENERGY CORP

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

NEW WAVE ENERGY CORP

Article II

The principal place of business address:

3250 NE 28TH ST
408
FORT LAUDERDALE, FL. US 33308

The mailing address of the corporation is:

3250 NE 28TH ST
408
FORT LAUDERDALE, FL. US 33308

Article III

The purpose for which this corporation is organized is:

TO PROVIDE LOW COST ENERGY SUPPLY AND CONSULTING SERVICES
TO INDIVIDUAL BUSINESSES AND CORPORATIONS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

JOHN M LUDTKA
3250 NE 28TH ST
408
FORT LAUDERDALE, FL. 33308

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JOHN M. LUDTKA

Article VI

The name and address of the incorporator is:

JOHN M. LUDTKA
3250 NE 28TH ST
408
FORT LAUDERDALE, FL 33308

Incorporator Signature: JOHN M. LUDTKA

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JOHN M LUDTKA
3250 NE 28TH ST
FORT LAUDERDALE, FL. 33308 US

P09000088200
FILED
October 26, 2009
Sec. Of State
Ipooe

State of Florida

Department of State

I certify from the records of this office that NEW WAVE ENERGY CORP is a corporation organized under the laws of the State of Florida, filed on October 26, 2009.

The document number of this corporation is P09000088200.

I further certify that said corporation has paid all fees due this office through December 31, 2013, that its most recent annual report/uniform business report was filed on April 13, 2013, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this is
the Thirteenth day of April, 2013*



Ken DeFina
Secretary of State

Authentication ID: CC1310558613

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

STATE OF NEW YORK DEPARTMENT OF PUBLIC SERVICE
THREE EMPIRE STATE PLAZA, ALBANY, NY 12223-1350
www.dps.ny.gov

PUBLIC SERVICE COMMISSION

AUDREY ZIBELMAN
Chair
PATRICIA L. ACAMPORA
GARRY A. BROWN
GREGG C. SAYRE
DIANE X. BURMAN
Commissioners



KIMBERLY A. HARRIMAN
Acting General Counsel
KATHLEEN H. BURGESS
Secretary

January 23 2014

Nicholas J. Jerge
New Wave Energy Corp.
2805 E Oakland Park Blvd., #351
Fort Lauderdale, FL 33306

RE: New Wave Energy Corp. – January Compliance 2014

Dear Mr. Jerge:

Thank you for your recent submittal pursuant to Section 2.D.1 of the New York State Department of Public Service's Uniform Business Practices (UBP). This letter is to inform you that the documentation submitted has been reviewed by Staff and determined to be in compliance with the UBP.

Be advised that to maintain your ESCO eligibility, you must notify Staff of any contact changes, substantive legal, financial or business related changes to your company as they occur. If your business plan changes and you decide to expand your service offerings, you must immediately submit the appropriate documentation for Staff review and determination of how it affects your current eligibility.

If you are using vendors to provide ESCO related services (e.g., EDI), the ESCO remains fully responsible for any activities the vendors perform. If you have not already done so, or if you have changed vendors since last reporting them to us, please provide Staff a list with contact information for all vendors that you are now using.

Please do not hesitate to contact me with any further questions or concerns at (518) 473-8175 or Robin.Taylor@dps.ny.gov.

Sincerely,

Robin Taylor
Retail Access Section
Office of Consumer Policy

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265**

Public Meeting held December 3, 2015

Commissioners Present:

Gladys M. Brown, Chairman
John F. Coleman, Jr., Vice Chairman
Pamela A. Witmer
Robert F. Powelson
Andrew G. Place

Application of New Wave Energy Corporation
to become a Licensed Supplier of Natural Gas
Services

Docket Number:
A-2015-2503679

ORDER

BY THE COMMISSION:

On September 10, 2015, New Wave Energy Corporation (New Wave), Utility Code 1218064, filed a License Application to provide natural gas supply services as a supplier in the natural gas distribution company (NGDC) service territories of National Fuel Gas Distribution Corporation, Peoples Natural Gas Company, LLC, Peoples Natural Gas Company, LLC - Equitable Division, and Peoples TWP LLC within the Commonwealth of Pennsylvania. This application was filed pursuant to section 2208 of the Natural Gas Choice and Competition Act (Act) and Title 52 of the Pennsylvania Code, Chapter 62, Subchapter D.

§2208 provides in pertinent part that:

Requirements for Natural Gas Suppliers.--No entity shall engage in the business of a natural gas supplier unless it holds a license issued by the Commission. To the extent that a natural gas distribution company provides natural gas supply service outside of its chartered or certificated territory, it also must hold a license. A license shall not be required for customers who make de minimis incidental sales or resales to themselves, an affiliate or to other nonresidential retail gas customers. 66 Pa. C.S. §2208.

A natural gas supplier is defined as:

An entity other than a natural gas distribution company, but including natural gas distribution company marketing affiliates, which provides natural gas supply services to retail gas customers utilizing the jurisdictional facilities of a natural gas distribution company. The term includes a natural gas distribution company that provides natural gas supply services outside its certificated service territories. The term includes a municipal corporation, its affiliates or any joint venture, to the extent that it chooses to provide natural gas supply services to retail customers located outside of its corporate or municipal limits, as applicable, other than:

- (i) as provided prior to the effective date of this chapter, pursuant to a certificate of public convenience if required under this title;
- (ii) total natural gas supply services in de minimis amounts;
- (iii) natural gas supply services requested by, or provided with the consent of, the public utility in whose certificated territory the services are provided; or
- (iv) natural gas supply services provided to the municipal corporation itself or its tenants on land it owns or leases, or is subject to an agreement of sale or pending condemnation, as of September 1, 1999, to the extent permitted by applicable law independent of this chapter.

The term excludes an entity to the extent that it provides free gas to end-users under the terms of an oil or gas lease. Notwithstanding any other provision of this title, a natural gas supplier that is not a natural gas distribution company is not a public utility as defined in section 102

(relating to definitions) to the extent that the natural gas supplier is utilizing the jurisdictional distribution facilities of a natural gas distribution company or is providing other services authorized by the Commission. 66 Pa. C.S. § 2202.

As used in the above definition of a natural gas supplier, the term natural gas supply services includes: (i) the sale or arrangement of the sale of natural gas to retail customers; and (ii) services that may be unbundled by the Commission under section 2203(3) of the Act (relating to standards for restructuring of the natural gas utility industry). Natural gas supply service does not include distribution service. 66 Pa. C.S. § 2202.

New Wave is a foreign corporation, formed in the State of Florida as of October 26, 2009, and registered to do business in the Commonwealth of Pennsylvania on April 30, 2012. New Wave has stated that upon the approval of this Application, it proposes to provide natural gas supply services to residential, small commercial (less than 6,000 Mcf annually), large commercial (6,000 Mcf or more annually), and industrial customers.

Regarding the financial and technical fitness requirements of the license application, New Wave has submitted audited financial statements for years ending 2013 and 2014, bank statements and a credit report. New Wave has also provided professional resumes of its chief officers, as well as proof of compliance as an Energy Service Company, issued by the State of New York, Department of Public Service. We find that sufficient information has been provided by New Wave to demonstrate its financial and technical fitness in order to be licensed as a NGS in the Commonwealth of Pennsylvania.

Since New Wave will be serving residential customers, it is important to note that a licensee must comply with, and be governed by, applicable Chapter 56 residential service regulations as set forth in the Commission Order *Guidelines for Maintaining Customer Service at the Same Level of Quality Pursuant to 66 Pa. C. S. §2206(a), Assuring Conformance with 52 Pa. Code Chapter 56 Pursuant to 66 Pa. C.S.*

§2207(b), §2208(e) and (f) and Addressing the Application of Partial Payments (M-00991249 F003). Thus, we deem it appropriate to reiterate certain items with respect to Chapter 56 of our regulations. Chapter 56 (52 Pa Code Chapter 56) is applicable to residential accounts. A natural gas supplier cannot physically disconnect a residential customer from the distribution system, and thus, the rules relating to residential service termination are not applicable to natural gas suppliers. A natural gas supplier may seek to terminate its natural gas services through an appropriate written notice to the customer and the local distribution company. The residential customer can then attempt to repair his or her relationship with the natural gas supplier, seek a new natural gas supplier, or default to the natural gas distribution company's service tariffed rates in accordance with the local distribution company's obligations under Section 2207(a), 66 Pa. C.S. §2207(a). The customer would only be disconnected from the distribution system pursuant to appropriate regulations if the customer failed to meet his or her obligations to the natural gas distribution company or the natural gas supplier which has been designated by the Commission as the supplier of last resort.

Section 2208(c)(1), 66 Pa. C.S. §2208(c)(1), provides that a natural gas supplier license shall not be issued unless the applicant furnishes a bond or other security in a form and amount to ensure its financial responsibility. The criteria used to establish the form and amount of the bond or other security is set forth in the natural gas distribution company's tariff. The amount and form of the bond or other security may also be mutually agreed to between the natural gas distribution company and the natural gas supplier. Section 2208 also provides that should the parties fail to achieve an agreement, then the form and amount of bond or other financial security "shall be determined by criteria approved by the Commission." New Wave has provided documentation to evidence its compliance with the Section 2208(c) bonding requirement for the following natural gas distribution company service territories of: National Fuel Gas Distribution Corporation,

Peoples Natural Gas Company, LLC, Peoples Natural Gas Company, LLC - Equitable Division, and Peoples TWP LLC.

Additionally, we specifically note that the licensee must comply with, and ensure that its employees, agents, representatives and independent contractors comply with the standards of conduct and disclosure for licensees set out in Commission regulations at 52 Pa. Code § 62.114 that were enacted to protect consumers of this Commonwealth. These standards include, *inter alia*, the provision of timely and accurate information about the services offered by the licensee, the practice of nondiscrimination in service in regard to race, color, religion, national origin, marital status, etc., the safeguarding of a customer's personal information, and compliance with applicable state and federal consumer protection laws. We further note that the licensee and its agents must comply with the Commission's sales and marketing regulations at 52 Pa. Code §111.1, et seq. applicable to residential customers. Among other things, these regulations require the licensee and its agents to provide accurate information about products and services being offered and prohibit a licensee and its agents from engaging in misleading or deceptive conduct and from making false or misleading representations. Also, we take this opportunity to remind the licensee of its agreement to abide by, and to ensure that its employees, representatives, agents and independent contractors abide by all applicable federal and state laws, and Commission regulations, procedures, and orders, including Emergency Orders, which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business.

New Wave has published notice of its application in the Pennsylvania newspapers and provided proofs of service to the interested parties as required by the Commission.

As of November 23, 2015, no protests have been filed.

We find that New Wave:

1. Is fit, willing and able to properly perform the service proposed in conformance with applicable provisions of the Public Utility Code and the Commission orders and regulations, specifically including 52 Pa. Code Chapter 56 (relating to Standards and Billing Practices for Residential Utility Service).

2. Has agreed to abide by all Commission regulations, procedures and orders, including Emergency Orders, which may be issued verbally or in writing during any emergency situations that may develop from time to time in the course of doing business in Pennsylvania.

3. Has proposed to offer natural gas supply services which, to the extent authorized by the license, will be consistent with the public interest and the policy declared in the Natural Gas Choice and Competition Act.

Upon full consideration of all matters of record, we find that approval of this application is necessary and proper for the service, accommodation and convenience of the public; **THEREFORE,**

IT IS ORDERED:

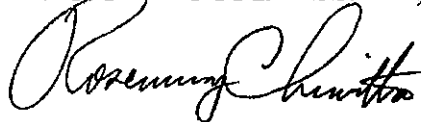
1. That the application of New Wave Energy Corporation is hereby approved, consistent with this Order.

2. That a license be issued authorizing New Wave Energy Corporation the right to begin to offer, render, furnish or supply natural gas services as a supplier to the

public, limited to residential, small commercial (under 6,000 MCF annually), large commercial (6,000 MCF or more annually), and industrial customers in the natural gas distribution company service territories of National Fuel Gas Distribution Corporation, Peoples Natural Gas Company, LLC, Peoples Natural Gas Company, LLC - Equitable Division, and Peoples TWP LLC within the Commonwealth of Pennsylvania.

3. That this proceeding, at Docket No. A-2015-2503679 be closed.

BY THE COMMISSION,

A handwritten signature in cursive script, appearing to read "Rosemary Chiavetta", written in black ink.

Rosemary Chiavetta
Secretary

(SEAL)

ORDER ADOPTED: December 3, 2015

ORDER ENTERED: December 3, 2015

NEW WAVE ENERGY CORP.
Case No. _____
Competitive Retail Natural Gas Supplier Application

Exhibit C-1
Annual Reports

This section is not applicable to New Wave Energy Corp.(NVEC) because NVEC is a privately owned company with no public shareholders or publically held partners.

NEW WAVE ENERGY CORP.
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Exhibit C-2
SEC Filings

This section is not applicable to New Wave Energy Corp.(NVEC) because NVEC is a privately owned company with no public shareholders or publically held partners and is not required to make any filings with the SEC.

Exhibit C-3

New Wave Energy Corp. Financial Statements

CONFIDENTIAL INFORMATION

NEW WAVE ENERGY CORP.
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Exhibit C-6
Credit Rating

Not Applicable. A credit rating does not exist for New Wave Energy Corp. (NVEC). However, NVEC does have a Dun and Bradstreet Report which is attached in Exhibit C-7 (the following Exhibit).

NEW WAVE ENERGY CORP.
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Exhibit C-8
Bankruptcy Information

Not applicable. There has been no bankruptcy filings, reorganization measures, protection from creditors, or any other forms of the aforementioned filings by New Wave Energy Corp. or any of its officers or directors.

NEW WAVE ENERGY CORP.
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Competitive Retail Natural Gas Supplier Application

Exhibit C-9
Merger Information

Not applicable. As of the date of this filing, there have been no mergers or acquisitions involving New Wave Energy Corp. currently or within the preceding five (5) years.

NEW WAVE ENERGY CORP.
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Competitive Retail Natural Gas Supplier Application

Exhibit D-1
Operations

New Wave Energy Corp. (NVEC) is a full service retail electric and natural gas provider within New York State. NVEC is a full service retail natural gas provider within the Commonwealth of Pennsylvania with licenses pending for electric generation services (EGS) with the PA PUC. NVEC is a license service providing member of the New York State Dept. of Public Service (NYDPS), Pennsylvania Public Utilities Commission (PA PUC), and NYISO. NVEC currently operates across five (5) different utility companies and seven plus (7+) pipelines. NVEC is not involved in the generation of energy for retail sales, but does participate in taking title to and scheduling retail power and natural gas for transmission and delivery. NVEC procures roughly 60% of its energy through spot markets/local production and the excess through a mixture of short term hedging mechanisms and bi-lateral contracts. NVEC has good standing with all of the organizations it does business with.

NVEC maintains a customer help line; an innovative website; and trained staff who are able to assist customers with a wide-array of their needs.

Please see Exhibit B-2 for more information.

NEW WAVE ENERGY CORP.
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Competitive Retail Natural Gas Supplier Application

Exhibit D-2
Operations Expertise

New Wave Energy Corp. has vast experience as it pertains to large scale natural gas and power purchasing contracts in both NY and PA. NWECE's management team and administrative actors have significant experience in scheduling both power and natural gas across many different platforms and systems. Utilizing its extensive industry relationships, local production, and bi-lateral contracts NWECE has had the ability to offer some of the most competitive rates within the service territories it currently covers. NWECE works intimately with producers, grid operators, systems, and pipelines to meet day-to-day scheduling, nominating, and balancing responsibilities in order to fulfill its customers' supplier related needs and expectations.

NEW WAVE ENERGY CORP.
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Competitive Retail Natural Gas Supplier Application

Exhibit D-3
Key Technical Personnel

John Ludtka

John Ludtka brings a decade worth of experience concerning energy deregulation, demand response programs, and energy supply rate structuring. As a former employee of Energy Curtailment Specialist (ECS), John managed a multi-billion dollar portfolio of energy consumers who enrolled and engaged in demand response programs throughout the United States. His expertise was concentrated within the PJM and NYISO markets, in which he implemented succinct, customized strategies to save end users of power generation valued dollars through the engagement in demand response programs he oversaw during peak events. In 2009, Mr. Ludtka went on to co-found New Wave Energy Corporation, a deregulated utility company that operates in deregulated energy states through the U.S. New Wave Energy is a fast-growing leading supplier of both electricity and natural gas servicing residential, commercial, and government entities. John is a graduate of the University of Buffalo with a degree in International Business and a concentration in government regulation and deregulation.

Relevant Qualifications:

- Expertise in both demand-side energy and supply-side energy products
- Expertise and knowledge of key deregulated energy transmission operators (NYISO & PJM)
- Rate structuring and pricing models for energy rates in the deregulated sector
- Bi-lateral contract structuring
- Capacity bidding and spot market expertise
- EDI Transactions

Nicholas Jerge

Nicholas Jerge brings with him a wealth of experience and knowledge as it pertains to deregulation throughout the United States. In 2009, Mr. Jerge co-founded New Wave Energy Corporation; one of the fastest growing deregulated utility companies in New York State. Mr. Jerge has particular expertise in deregulated energy markets, both foreign and domestic. Through establishing supply relations with domestic and international entities, Mr. Jerge helped build New Wave Energy into the entity it is today. Mr. Jerge holds a degree from American University- Washington, D.C. with a dual-major in pre-law and political science with a concentration in government regulation and deregulation.

Relevant Qualifications:

- Expertise in deregulated states
- Expertise on the emerging deregulation of Mexico and Latin America
- Particular expertise in the initial deregulation of the state of New York and Pennsylvania
- Expertise in structuring deregulated energy markets and filing for Energy Supply Company Status (ESCO status)
- Expertise in product marketing & sales
- Expertise in establishing affinity programs with business organizations

NEW WAVE ENERGY CORP.
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Competitive Retail Electric Generation Providers and Power Marketers Application

Exhibit D-4 "FERC Power Marketer"
Key Technical Personnel

New Wave Energy is an approved power marketer as listed under docket number ***ER16-1509-001***