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HighPower Energy, LLC

3577 Commerce Drive, Middletown, OH 45005 Phone: (513) 423-4272 Fax: (513) 423-5750

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January 18, 2017

The Public Utilities Commission of
Ohio Docketing Division
Attn: Barcy F. McNeal, Secretary
180 East Broad Street, 11th Floor
Columbus, OH 43215

**Re: Case No 15-0091-EL-AGG
HighPower Energy, LLC
(CRES Renewal Certification)**

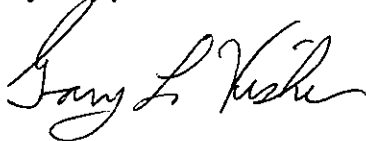
Secretary McNeal:

Enclosed for filing on behalf of HighPower Energy, LLC, please find the following:

1. Original and three (3) copies of a Renewal Certification Application for Electric Aggregators/Power Brokers; and
2. Under seal, original and three (3) copies of Exhibits C-3 and C-5 to the above application. These exhibits, relating to applicant's financial qualifications, are submitted pursuant to Rule 4901:1-27-08(A), OAC. As such, these exhibits are to be afforded protective treatment for the six-year period provided by that rule.

Please acknowledge receipt by date stamping and returning the additional copies of this filing. Thank you, in advance, for your attention to this matter.

Very truly yours,



Gary L. Visher
Chief Financial Officer
HighPower Energy, LLC
3577 Commerce Drive
Middletown, OH 45005
Phone: 513-423-4272

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Public Utilities Commission

Original AGG Case Number	Version
15 - 01 - EL-AGG	May 2016

RENEWAL APPLICATION FOR ELECTRIC AGGREGATORS/POWER BROKERS

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

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

A. RENEWAL INFORMATION

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

☒ Power Broker ☒ Aggregator

A-2 Applicant's legal name, address, telephone number, PUCO certificate number, and web site address

Legal Name HighPower Energy, LLC
Address 3577 Commerce Drive, Middletown, OH 45005
PUCO Certificate # and Date Certified 15-934E 2/23/2015
Telephone # (513) 423-4272 Web site address (if any) _____

A-3 List name, address, telephone number and web site address under which Applicant will do business in Ohio

Legal Name HighPower Energy, LLC
Address 3577 Commerce Drive, Middletown, OH 45005
Telephone # (513) 423-4272 Web site address (if any) _____

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

A-5 Contact person for regulatory or emergency matters

Name Mr. Damon Klesa
Title Vice President
Business address 3577 Commerce Drive, Middletown, OH 45005
Telephone # (513) 423-4272 Fax # _____
E-mail address dklesa@highpowerenergy.com

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

Name Mr. Damon Klesa
Title Vice President
Business address 3577 Commerce Drive, Middletown, OH 45005
Telephone # (513) 423-4272 Fax # _____
E-mail address dklesa@highpowerenergy.com

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

Customer Service address 3577 Commerce Drive, Middletown, OH 45005
Toll-free Telephone # (513) 423-4272 Fax # _____
E-mail address dklesa@highpowerenergy.com

A-8 Applicant's federal employer identification number # 47-2059431

A-9 Applicant's form of ownership (check one)

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

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

A-10 Exhibit A-10 "Principal Officers, Directors & Partners" provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

B-1 Exhibit B-1 "Jurisdictions of Operation," provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services including aggregation services.

B-2 Exhibit B-2 "Experience & Plans," provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

B-3 **Exhibit B-3 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

B-4 Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-4 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

B-5 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service including aggregation service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ No ☐ Yes

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

C. FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

C-1 **Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why. (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 the 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 financial arrangements to conduct CRES as a business activity (e.g., guarantees, bank commitments, 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 **ELECTRIC 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 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 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.


Signature of Applicant & Title

Sworn and subscribed before me this 18 day of January 2017
Month Year


Signature of official administering oath


Print Name and Title **RUBY D COX, Notary Public
In and for the State of Ohio
My Commission Expires October 29, 2017**

My commission expires on 10-29-17

AFFIDAVIT

State of Ohio :

Middletown ss.
(Town)

County of Warren :

Gary L. Visher, Affiant, being duly sworn/affirmed according to law, deposes and says that:

☒ He/She is the CFO (Office of Affiant) of HighPower Energy, LLC (Name of Applicant);

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

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification renewal are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.
2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.
3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.
4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.
5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.
6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
7. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
8. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the renewal application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

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

Ray L. Kish, CEO
Signature of Affiant & Title

Sworn and subscribed before me this 18 day of January, 2017
Month Year

Ruby D. Cox
Signature of official administering oath

Ruby D. Cox
Print Name and Title

**RUBY D COX, Notary Public
In and for the State of Ohio
My Commission Expires October 29, 2017**

My commission expires on 10-29-17

A-10 Exhibit A-10 "Principal Officers, Directors & Partners"

<u>Name</u>		<u>Address</u>
Stephen L. Hightower	President & CEO	3577 Commerce Drive Middletown, OH 45005 513-423-4272
Stephen L. Hightower, II	COO	3577 Commerce Drive Middletown, OH 45005 513-423-4272
Gary Visher	CFO	3577 Commerce Drive Middletown, OH 45005 513-423-4272
Damon Klesa	VP	3577 Commerce Drive Middletown, OH 45005 513-423-4272
Thomas Hoover	GM	3577 Commerce Drive Middletown, OH 45005 513-423-4272

B-1 Exhibit B-1 "Jurisdiction of Operations"

Neither HighPower Energy, LLC nor any affiliated entity is certified, licensed, registered, or otherwise authorized by any jurisdiction other than Ohio to provide retail or wholesale electric services.

B-2 Exhibit B-2 "Experience & Plans"

HighPower Energy, LLC ("Applicant") is a sister company to Hightowers Petroleum Company ("HPC"), a national distributor of petroleum and alternative fuels. Both companies are 100% owned by Stephen L. Hightower. HPC was founded in 1984, building on a family business established in 1957. Mr. Hightower and his organization have become known throughout its corporate footprint for integrity, a strong sense of urgency, and energy solutions that are both unique and creative. The company expertly handles complex upstream and downstream issues. These skills will be transitioned to the electricity marketing services to be provided by Applicant.

HPC has fanned collaborative relationships on a national scale so as to provide an unparalleled level of service and efficiency for the negotiated sale of bulk fuels, on-site fueling, telemetry components for inventory management and the management of liquid fuels, gases and related products. These alliances have greatly enhanced HPC's seamless distribution network across 48 states, Canada and Mexico, as well as adding value to collaborations, delivering economies of scale.

HPC has implemented new ERP software within its organizations to better service its customers' needs as well as numerous programs to service all of its customers' requirements. With electronic billing and accounting functions, electronic remittances eliminate the time delay associated with past postal service inefficiencies.

Additionally, HPC has a very high priority for safety and quality. HPC holds the ISO9001/2008 and ISO 14001/2004 certifications which require continuous quality improvement. HPC also holds the OHSAS 18001/2007 health and safety management certification.

HPC through its CRM system enables the learning about customers due to its ability to record every event in which a customer asks for information about our products, buys, requests customer service, etc. Through these interactions, the needs of the customer are identified and will feed future improvements and increase sustainability.

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HighPower Energy, LLC
(CRES Renewal Certification)

For the protection of consumers in this state, Applicant will be providing the following to its consumers:

- Reputation and financial support of a 56-year family owned enterprise.
- Provide consumers with adequate, accurate, and understandable pricing and terms and conditions of service, including any switching fees, and with a document containing the terms and conditions of pricing and service before the consumer enters into the contract for service;
- Disclose the conditions under which a customer may rescind a contract without penalty.
- Service qualification and termination. Applicant will have a policy that requires that, before a consumer is eligible for service from a retail electricity supplier or governmental aggregator subject to certification under Ohio law, the consumer shall discharge, or enter into a plan to discharge, all existing arrearages owed to or being billed by the electricity company from which the consumer presently is receiving service. The policy also shall provide for full disclosure of the terms identifying how customers may switch or terminate service, including any required notice and any penalties.
- Minimum content of customer bills. The following requirements will be standardized. Additionally, price disclosure and disclosures of total billing units for the billing period and historical annual usage and to the maximum extent practicable, separate listing of each service component to enable a customer to recalculate its bill for accuracy;
- Identification of the supplier of each service;
- Applicant will provide a statement of where and how payment may be made and provision of a toll-free or local customer assistance and complaint number for the retail electricity supplier or governmental aggregator, as well as a consumer assistance telephone number or numbers for state agencies, such as the Public Utilities Commission of Ohio, Office of Consumers' Counsel, and the Ohio Attorney General, with the available hours noted;
- Applicant will coordinate between suppliers for the purpose of maintaining service;
- The allocation of partial payments between suppliers when service components are jointly billed;

- A prohibition against switching, or authorizing the switching of, a customer's supplier of competitive retail electricity service without the prior consent of the customer in accordance with appropriate confirmation practices, which may include independent, third-party verification procedures;
- Applicant will require disclosure of the conditions under which a customer may rescind a decision to switch its supplier without penalty to include;
- Specification of any required notice and any penalty for early termination of contract.
- Minimum service quality, safety, and reliability.

In short, under the requested certification, Applicant will focus on full compliance with the minimum service requirements set forth in Section 4929.22, Ohio Revised Code, as well as the implementing regulations found in Rule 4901:1-29, Ohio Administrative Code, with regard to the marketing, solicitation, sale and provision (directly or through an agent) of any competitive retail electricity service.

B-3 Exhibit B-3 "Disclosure of Liabilities and Investigation"

HighPower Energy, LLC does not have any existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matters that could adversely impact its financial or operational status or ability to provide the services for which it is seeking renewed certification.

C-1 Exhibit C-1 "Annual Reports"

HighPower Energy, LLC is a privately held company and, as such, does not publish an annual report. See response to Exhibit C-3 below and related confidential information submitted under seal.

C-2 Exhibit C-2 "SEC Filings"

HighPower Energy, LLC is a privately held company and, therefore, is not required to make SEC filings.

C-3 Exhibit C-3 "Financial Statements"

Exhibit C-3 contains confidential and proprietary information. Exhibit C-3 is not appended to this application but is concurrently submitted under seal in accordance with Rule 4901:1-27-08 (A), OAC. As such, Exhibit C-3 is to be afforded protective treatment for the six-year period provided by that rule.

C-4 Exhibit C-4 "Financial Arrangements"

HighPower Energy, LLC is not taking title to electricity. N/A

C-5 Exhibit C-5 "Forecasted Financial Statements"

Exhibit C-5, which includes one or more attachments, contains confidential and proprietary information. Exhibit C-5 is not appended to this application but is concurrently submitted under seal in accordance with Rule 4901:1-27-08 (A), OAC. As such, Exhibit C-5 is to be afforded protective treatment for the six-year period provided by that rule.

C-6 Exhibit C-6 "Credit Rating"

Neither HighPower Energy, LLC nor any of its affiliated organizations is rated by Duff & Phelps, Fitch IBCA, Moody's Investors Service, Standard & Poor's, or similar organization. N/A

C-7 Exhibit C-7 "Credit Report"

Neither HighPower Energy, LLC nor any of its affiliated entities have credit reports from Experian, Dun and Bradstreet, or similar organization. N/A

C-8 Exhibit C-8 "Bankruptcy Information"

There are no relevant bankruptcy filings involving HighPower Energy, LLC, any officer of HighPower Energy, LLC, or an affiliate organization of HighPower Energy, LLC.

C-9 Exhibit C-9 "Merger Information"

There is no merger information applicable to HighPower Energy, LLC.

C-10 Exhibit C-10 "Corporate Structure"

HighPower Energy, LLC is a stand-alone limited liability company that is physically located in Middletown, Ohio. HighPower Energy, LLC is a single-member limited liability company with Stephen L. Hightower being the sole member. There are no affiliate or subsidiary companies that supply retail or wholesale natural gas or electricity to customers in North America.