

Kimberly Scott, Paralegal DIRECT DIAL: 713.850.4219 kscott@andrewsmyers.com

May 16, 2017

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

> Re: EMEX Power, LLC

> > Original AGG Case Number: 13-1228-GA-AGG

Renewal Certification Application for Competitive Retail Natural Gas

Brokers / Aggregators

Dear Sir/Madam:

The following are being submitted on behalf of EMEX Power, LLC:

- 1. Patrick Hayes' Pro Hac Vice Registration for 2017;
- 2. EMEX Power, LLC's Motion for Protective Order;
- One original and three copies of EMEX Power, LLC's Renewal 3. Certification Application for Competitive Retail Natural Gas Brokers / Aggregators; and
- Four copies of exhibits being submitted under seal. 4.

Should you need any additional information, or have any questions or comments, please feel free to contact me. Thank you for your assistance.

Sincerely.

Kimberly Scott

Paralegal

Enclosures

This is to certify that the images appearing are an accurate and complete reproduction of a case file decument delivered in the regular course of business.

**Date Processed MAY 1 7 2017 2142.0

THE SUPREME COURT of OHIO

OFFICE OF ATTORNEY SERVICES

IN THE MATTER OF THE APPLICATION OF

Certificate of PRO HAC VICE REGISTRATION 2017

Patrick Hayes

FOR PRO HAC VICE REGISTRATION

per Gov. Bar R. XII, Section 2(A)(3)

Registration Number: PHV- 7367-2017

Patrick Hayes

____, having met the requirements of, and found to be in

full compliance with, Section 2(A)(3) of Rule XII of the Rules for the Government of the Bar of Ohio, is hereby issued this certificate of pro hac vice registration in the state of Ohio.

To receive permission to appear pro hac vice in an Ohio proceeding, a motion requesting such permission must be filed with the tribunal in accordance with Section 2(A)(6) of Rule XII of the Rules for the Government of the Bar of Ohio.

Susan B. Christoff

Director, Attorney Services

Expires December 31, 2017



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PUCO USE O	NLY=Version 1.08	
Date Received	Renewal Certification Number	ORIGINAL AGG Case Number
		13 - 1228 - GA-AGG

RENEWAL CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS

Please type or print all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-15 - Company History). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

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

		SECTION A	- APPLICANT	INFORMATIC	N AND S	ERVICES		
A-1		ends to renew it al Gas Aggregat		: (check all tha Natural Gas Bro				
A-2	Applicant info	ormation:						
	Legal Name Address	EMEX Power, LLo		, Houston, Texas 7	7042			
	Telephone No.	713-521-9797		Web site	Address	www.ener	rgymarketexo	:hange.com
	Current PUCO Ce	ertificate No.	13-309G (2)	Effective Dates	6/21/20)15 - 6/21/20	017	
A-3	Applicant info	rmation under	r which applica	nnt will do busi	ness in O	hio:		•
	Name	EMEX Power, LL	.c					
	Address	11011 Richmond	Avenue, Suite 500), Houston, Texas	77042			201
	Web site Address	www.energymark	tetexchange.com	Telepho	ne No. 713	3-521-9797	- _U	
A-4	List all names	under which t	he applicant de	es business in l	North An	nerica:	PUCO	
	EMEX Power, LLC			EMEX, LL	С		\bigcirc	7
	Energy Market Exch	nange					\cup	2017 MAY 17 AM II: 12
A-5	Contact person	n for regulator	y or emergenc	y matters:				.0
	Name Kevin McA	Alpin		Title	VP Financ	e and Gene	ral Counsel	
	Business Address	11011 Richmond	d Avenue, Suite 50	0, Houston, Texas	77042			
	Telephone No. 71	3-521-9797	Fax No. 713	-583-9519	Email Add	iress moal	pin.k@emexi	lc.com

A-6	Contact person for Commission Staff use in inves	stigating c	ustomer complaints:
	Name Kevin McAlpin	Title	VP Finance and General Counsel
	Business address 11011 Richmond Avenue, Suite 500, House	ston, Texas 7	77042
	Telephone No. 713-521-9797 Fax No. 713-583-9519)	Email Address mcalpin.k@emexllc.com
A-7	Applicant's address and toll-free number for cust	tomer serv	vice and complaints
	Customer service address 11011 Richmond Avenue, Suite	500, Houston),Texas 77042
	Toll-Free Telephone No. 877-459-4728 Fax No. 713-5	883-9519	Email Address contact@emexllc.com
A-8	Provide "Proof of an Ohio Office and Employee,' Revised Code, by listing name, Ohio office address designated Ohio Employee		
	Name Capitol Corporate Services, Inc.	Title	Registered Agent
	Business address 4568 Mayfield Road, Suite 204, Cleveland,	Ohio 44121	
	Telephone No. 800-345-4647 Fax No. 800-432-3622	Ema	ail Address info@capitolservices.com
A-9	Applicant's federal employer identification numb	er 2081	68985
A-10	Applicant's form of ownership: (Check one)		
	Sole Proprietorship	Partne	ership
	Limited Liability Partnership (LLP)	✓ Limite	ed Liability Company (LLC)
	Corporation	Other	
A-11	(Check all that apply) Identify each natural gas	company	service area in which the applicant is

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.)

	V	olumbia Gas of Ohio		Residential	Small Commerci	al Large Commercial /Industrial
	V I	Dominion East Ohio		Residential	Small Commerci	al Large Commercial / Industrial
		Duke Energy Ohio		Residential	☐ Small Commerci	al Large Commercial / Industrial
		ectren Energy Delivery				
	<u>•</u>	ection Energy Denvely	or Onto	residential [Large Common Com.
A-12	If applic	ant or an affiliate	d interest p	previously p	participated in a	ny of Ohio's Natural Gas Choice
		is, for each service hat the applicant b				oroximate start date(s) and/or end
	Colum	nbia Gas of Ohio	_	-		
	~	Residential	Beginning D	ate of Service	January 2014.	End Date
	~	Small Commercial	Beginning D	ate of Service	January 2014	End Date
	V	Large Commercial	Beginning D	ate of Service	January 2014	End Date
	~	Industrial	Beginning D	ate of Service	January 2014	End Date
	Domi	nion East Ohio				
	V	Residential (4.75)	Beginning D	ate of Service	January 2014	End Date
	V	Small Commercial	Beginning D	ate of Service	January 2014	End Date
	7	Large Commercial	Beginning D	ate of Service	January 2014	End Date
	V	Industrial	Beginning D	ate of Service	January 2014	End Date
	Duke	Energy Ohio				
	E Buke				4 4 4 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5	
	~	Residential 1994 1998		ate of Service		End Date
		Small Commercial	Beginning D	ate of Service	January 2014	End Date
	V	Large Commercial	Beginning D	ate of Service	January 2014	End Date
	~	Industrial	Beginning D	ate of Service	January 2014	End Date
	✓ Vecti	ren Energy Delivery o	of Ohio			
	V	Residential 22.	Beginning D	ate of Service	January 2014 v	End Date
	V	Small Commercial	Beginning D	ate of Service	January 2014	End Date
	7	Large Commercial	Beginning D	ate of Service	January 2014	End Date
	V	Industrial	Beginning D	ate of Service	January 2014	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:

□ v	ectren Energy Delivery of Ohio	Intended Start Date
o e	ruke Energy Ohio	Intended Start Date
o D	ominion East Ohio	Intended Start Date
	olumbia Gas of Ohio	Intended Start Date

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 <u>Exhibit A-14 "Principal Officers, Directors & Partners,"</u> provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-15 Exhibit A-15 "Company History," provide a concise description of the applicant's company history and principal business interests.
- A-16 Exhibit A-16 "Articles of Incorporation and Bylaws," provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto, only if the contents of the originally filed documents changed since the initial application.
- A-17 Exhibit A-17 "Secretary of State," provide evidence that the applicant is still currently registered with the Ohio Secretary of the State.

SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

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

status or ability to provide the services for which it is seeking renewed certification since applicant last filed for certification.

B-5 <u>Exhibit B-5 "Disclosure of Consumer Protection Violations,"</u> disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws since applicant last filed for certification.

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

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

1	No		Yes
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If Yes, provide a separate attachment, labeled as <u>Exhibit B-6 "Disclosure of Certification Denial</u>, <u>Curtailment, Suspension</u>, or <u>Revocation</u>," 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.

 (This is generally only applicable to publicly traded companies who publish annual reports.)
- C-2 <u>Exhibit C-2 "SEC Filings,"</u> 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 <u>Exhibit C-3 "Financial Statements,"</u> 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 <u>Exhibit C-4 "Financial Arrangements,"</u> provide copies of the applicant's financial arrangements to satisfy collateral requirements to conduct retail electric/gas business activity (e.g., parental or third party guarantees, contractual arrangements, credit agreements, etc.,).

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

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

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

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

- C-5 <u>Exhibit C-5 "Forecasted Financial Statements</u>," provide two years of forecasted income statements for the applicant's **NATURAL GAS related business activities in the state of Ohio Only**, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.
- C-6 Exhibit C-6 "Credit Rating," provide a statement disclosing the applicant's current credit rating as reported by two of the following organizations: Duff & Phelps, Fitch IBCA, Moody's Investors Service, Standard & Poor's, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or an affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant. If an applicant or its parent does not have such a credit rating, enter "N/A" in Exhibit C-6.
- C-7 <u>Exhibit C-7 "Credit Report,"</u> provide a copy of the applicant's current credit report from Experion, Dun and Bradstreet, or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter "N/A" for Exhibit C-7.

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

SECTION D - APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 Exhibit D-1 "Operations," provide a current written description of the operational nature of the applicant's business functions.
- D-2 Exhibit D-2 "Operations Expertise," given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.

D-3 Exhibit D-3 "Key Technical Personnel," provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

Kevin R. McAlpin, Vice President of Pinance and General Counsel

Sworn and subscribed before me this 10th day of May Month 2017

Clarylla Kelgone
Signature of official administering oath

My commission expires on 9/29/2019



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service Affidavit Form (Version 1.07)

In	the Matter of the Application of
ЕМ	EX Power, LLC) Case No. 13 - 1228 -GA-AGG
for	a Certificate or Renewal Certificate to Provide Case No. [13] - [1228] -GA-AGG
Co	mpetitive Retail Natural Gas Service in Ohio.
	unty of Harris te of Texas
	Kevin R. McAlpin [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
	Sworn and subscribed before me this 10th day of May Month 2017 Year
(anaela Kilgone anaela Kilgore
	Signature of Official Administering Oath Print Name and Title
	0/20/2010
	My commission expires on U1/01/701/701/1

ANGELA DAWN KILGORE Notary Public. State of Texas My Commission Expires September 29, 2019

Exhibit A-14 "Principal Officers, Directors and Partners"

Partners:

Todd Segmond, 63% / 11011 Richmond Ave., Suite 500, Houston, TX 77042 Ryan Segmond, 27% / 11011 Richmond Ave., Suite 500, Houston, TX 77042 Dan Marzuola, 10% / 11011 Richmond Ave., Suite 500, Houston, TX 77042

Officers:

Todd Segmond, CEO Ryan Segmond, CIO Dan Marzuola, President & COO Kevin McAlpin, VP Finance & General Counsel Pam Segmond, Treasurer

The address and telephone number for all of the above individuals are:

11011 Richmond Avenue, Suite 500 Houston, TX 77042 (713) 521-9797

Exhibit A-15 "Company History"

On January 5, 2007, Applicant was formed as Southwest Energy Partners, LLC, a Texas limited liability company. On January 29, 2009, Applicant amended its name to EMEX, LLC and does business as EMEX Power, LLC and Energy Market Exchange. Applicant has two recently established majority-owned subsidiaries. EMEX Consolidated Partners, LLC and EMEX Utility Group, LLC, that are not operating in Ohio and one wholly-owned subsidiary, Bidtron, LLC, that is inactive. EMEX Consolidated Partners, LLC serves only a subset of customers in the Texas market and EMEX Utility Group, LLC is not currently active but is planning to serve wholesale customers in regulated markets in the future.

Applicant operates web-based natural gas and electricity brokerage and reverse auction services, allowing commercial and residential customers to compare multiple price offerings from competing suppliers. This platform is a unique business resource that has created unsurpassed transparency and control of customer's costs. Applicant provides multiple products – fixed rates, variable rates and heat rates as well as analysis of market conditions and historical trends. Applicant's fully automated website and reverse auction platform simplifies the process for customers and provides the ability to easily switch to a lower cost natural gas and/or electricity provider online. Applicant provides all necessary logistics from beginning to end, including credit approvals and customer support throughout the length of a customer's contract.

Exhibit A-16 "Articles of Incorporation and Bylaws"

Applicant's Certificate of Formation and Certificate of Amendment filed with its original application have not changed.

Exhibit A-17 "Secretary of State"

Please see Applicant's Certificate of Registration of a Foreign Limited Liability Company from the Ohio Secretary of State attached hereto.

Jon Husted Ohio Secretary

Jon Husted & the Office | Elections & Voting | Campaign Finance | Legislation & Ballot Issues | Businesses | Records | Media Center |
Publications

Business Filing Portal



Corporation Details

10.00mg

	Corp	oration Details	
Entity Number	2019447		
Business Name	EMEX POWER, LLC (EMEX, LLC)		
Filing Type	FOREIGN LIMITED LIABILITY COMPA	NY	
Status	Active		
Original Filing Date	05/10/2011		
Expiry Date			
Location:	County:	State: TEXAS	

Agent / Registrant Information

CAPITOL CORPORATE SERVICES, INC. 4568 MAYFIELD RD STE 204 CLEVELAND, OH 44121 Effective Date: 03/22/2016 Contact Status: Active

Date of Filing	Document Number/Image
05/10/2011	201113001097
03/22/2016	201608402328
	05/10/2011

•



DATE: 05/11/2011

DOCUMENT ID DESCRIPTION REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)

PENALTY

CERT .00

COPY .00

Receipt

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

ANDREWS MYERS PC 3900 ESSEX LANE STE 800 ATTN ANDY VAN BUSKIRK HOUSTON, TX 77027-5198

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2019447

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

EMEX POWER, LLC (EMEX, LLC)

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

Document(s)

REG. OF FOR. PROFIT LIM. LIAB. CO.

Document No(s):

201113001097



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 10th day of May, A.D.

Ohio Secretary of State



Prescribed by:
The Ohio Secretary of State Central Ohio: (614) 466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form: (Select One)

Columbus, QH 43216 s an additional fee of \$100***

O Non Expedite: PO Box 670

Columbus, OH 43216

www.sos.state.ch.us e-mail: busserv@sos.state.oh.us

REGISTRATION OF A FOREIGN LIMITED LIABILITY COMPANY Filing Fee \$125.00

THE UNDERSIGNED DESIRING TO FILE A: (CHECK ONLY ONE (1) BOX) (2) Registration of a Foreign Nonprofit (1) Registration of a Foreign For-Profit Limited Liability Company Limited Liability Company

(106-LFA) (106-LFA) **GRC 1705** ORC 1705 TΧ State of Organization State of Organization 01/05/2007 Date of Formation Date of Formation

EMEX, LLC Name of limited liability company in its state of organization: Name under which the foreign limited liability company desires to transact business in Ohio (if different from its home-state EMEX Power, LLC Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L C, ""Ild.," or "Ild" Check here if additional provisions are attached The address to which interested persons may direct requests for copies of the limited liability company's operating agreement, bylaws, or other charter documents of the company is: **EMEX Power, LLC** 2825 Wilcrest Dr., Ste. 656 Street Address / P.O. Box Address 77042 Houston TΧ Zin code

533R

Page 1 of 2

Last Revised 6/23/2008

A400 Easton Commons Way, Ste. 125 Mailing Address			Corporation System		_	
Columbus City State Ohio State Discode The bagent is an individual and using a P.O. Box, check this box to certify the agent is resident of the state of Ohio. The disability company irrevocably consents to service of process on the agent listed above as long as thority 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 not appointed, or c. the agent cannot be found or served after the exercise of reasonable diligence. Technique of agent be (algaed) by a ber, manager or representative. Todd Segmond, President Print Name Signature Date Date	N	ame				
Columbus City State Date The agent is an individual and using a P.O. Box, check this box to cartify the agent is resident of the state of Ohio. The agent is an individual and using a P.O. Box, check this box to cartify the agent is resident of the state of Ohio. The agent is not service of process on the agent listed above as long as thority 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 not appointed, or c. the agent cannot be found or served after the exercise of reasonable diligence. Tequire Todd Segmond, President Print Name Signature Date Date	-			Vay, Ste.	125	
City State Zip Code If the agent is an individual and using a P.O. Box, check this box to certify the agent is resident of the state of Ohlo. Initial liability company irrevocably consents to service of process on the agent listed above as long as therety 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 not appointed, or c. the agent cannot be found or served after the exercise of reasonable diligence. EQUIRED as and original internent of agent be (algeed) by a ber, manager or representetive. Todd Segmond, President Prot Name Signature Date Date	N	leiling Ad	id resa			
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Receipt

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

CAPITOL CORPORATE SERVICES, INC. REGISTERED AGENT DEPT. ATTN MYRA PO BOX 1831 AUSTIN, TX 78767

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted 2019447

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

EMEX POWER, LLC (EMEX, LLC)

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

Document(s)

Document No(s):

SUBSEQUENT AGENT APPOINTMENT

Effective Date: 03/22/2016

201608402328



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 25th day of March, A.D. 2016.

for Hastel

Ohio Secretary of State

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By signing and submitting this form to the Offic Secretary of State, the undersigned hereby earthes that he bit she has the requisite authority to execute this document. Required Agent update must be signed by an authorized representative (see instructions for specific By (If applicable) If authorized representative If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box. Temela sections If sufficized representative ts a business entity, not an in-Authorized Representative. the business name in the "eignature" box, en euthorized representative of the business entity: 7. 197 8 E. must sign in the "By" box and print their name in the Autorial Print Name* box. χŧ Į. The gold to ·马二克战争的第二人 12 î: 告诉 等 13 \$ B. ा १ केंद्रकोत्ती क्षेत्रका १५ No. M. 46、原始等的"器"的"成功" 对抗性强 5 35 × 35 35 红 美 子粥 months of the second 3.5 31. 10/2 15 . 4.5 急 斑 数 3 000 in the second of solo, e 17 W. S. S. à 化成选 减少 41. . X ÷ . . . 耀 孝, 宏 S 50 8 115 ${\bf e}$ ٤, 报 文 高星 86 4 75 .5. 21 & 1.4 arth X Page 3 of 3 ·西山山市 (宋) 万都 (1) Last Revised: 5/14/2014 Form 521 😤 🐣 🖰 V - 14 · 大學者等 600 $J_{i}J_{i}^{\mu}=h^{\mu}$ 23 * - P 经股票帐户 经 15 8 17

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Exhibit B-1 "Jurisdictions of Operation"

Applicants web based electric (and gas) brokerage business operates similarly in every state in which it operates.

<u>Texas</u>: On January 5, 2007, Applicant started doing business in Texas as a web-based electricity brokerage business (no license is required in Texas for electricity brokers). On December 5, 2012, Applicant was registered as an aggregator in Texas under number 80368.

Illinois: On September 9, 2010, the Illinois Commerce Commission granted Applicant a Certificate of Service Authority to operate as an agent, broker or consultant for electric and gas customers pursuant to order number 10-0455.

New Jersey: On October 5, 2010, the New Jersey Board of Public Utilities registered Applicant to be an Energy Agent and Energy Consultant under registration numbers EA-0083 and EC-0024. On November 9, 2011, the New Jersey Division of Local Government Services of the Department of Community Affairs approved Applicant as a vendor pursuant to the Local Unit Electronic Technology Pilot Program, P.L. 2001, c. 30, to offer its reverse auction platform for the purchase of energy generate services by local contracting units, waiver number EMEX LLC-1. On February 20, 2013, Applicant was registered to conduct business in the State of New Jersey as a Private Aggregator. Applicant is approved to provide both electric and natural gas services to both residential and commercial customers in New Jersey.

Maryland: On October 13, 2010, the Maryland Public Service Commission granted Applicant a license to provide electricity broker services under license reference number IR-2065. On May 1, 2013, the Applicant's license was amended to include acting as an aggregator of electricity. On July 17, 2013, the Maryland Public Service Commission granted Applicant a license to supply natural gas or natural gas supply services in Maryland under License Reference Number IR-3115.

<u>Pennsylvania</u>: On October 21, 2010, the Pennsylvania Public Utility Commission granted Applicant a License for Electric Generation Supplier as a broker/marketer in the matter of the application of A-2010-2179537. On August 29, 2013, the Pennsylvania Public Utility Commission granted Applicant a license to operate as a broker / marketer engaged in the business of supplying natural gas services in Pennsylvania under Docket Number A-2013-2365773.

<u>Massachusetts</u>: On January 24, 2011, The Commonwealth of Massachusetts Department of Public Utilities granted Applicant's Application an Electricity Broker license under license number EB-176. On July 26, 2013, the Commonwealth of Massachusetts Department of Public Utilities approved Applicant's application for a Gas Retail Agent under license number RA-101.

<u>District of Columbia</u>: On May 5, 2011, the Public Service Commission of the District of Columbia granted Applicant a license to function as an electricity supplier to operate as a broker of electricity in order number 16355. On July 18, 2013, the Public Service Commission of the District of Columbia granted Applicant a license to function as a natural gas supplier in the District of Columbia under Order No. 17189.

Ohio: On December 12, 2011, the Public Utilities Commission of Ohio certified Applicant as a Competitive Retail Electric Service Provider certificate number 11-414E (1) issued pursuant to case number 11-5707-EL-AGG to provide aggregation and power broker services. On June 21, 2013, the Public Utilities Commission of Ohio granted certificate number 13-309G(1) for Applicant to provide retail natural gas aggregator / broker services.

<u>Delaware</u>: Delaware granted Applicant's Electric Supplier Certificate Order No. 8147 on May 15, 2012.

Maine: On April 27, 2012, Maine granted Applicant's Application for License to operate as a Competitive Electricity Provider, Docket No. 2012-163.

<u>New Hampshire</u>: On June 29, 2012, New Hampshire approved Applicant's application to provide electric aggregation service.

<u>New York</u>: Applicant is registered to do business in New York. Brokers are not required to be licensed in that state.

<u>Connecticut</u>: Applicant is registered to do business in Connecticut. Brokers are not required to be licensed in that state.

<u>Florida</u>: Applicant is registered to do business in Florida. Brokers are not required to be licensed in that state.

Georgia: Applicant is registered to do business in Georgia. Brokers are not required to be licensed in that state.

<u>Indiana</u>: Applicant is registered to do business in Indiana. Brokers are not required to be licensed in that state.

<u>Michigan</u>: Applicant is registered to do business in Michigan. Brokers are not required to be licensed in that state.

Exhibit B-2 "Experience & Plans"

Founded in 2007, Todd Segmond, CEO, realized there was a need in the energy space for an easy-to-use online platform to procure electricity through the wholesale market. Along with three other people and a small amount of capital, EMEX has grown to one of the leading energy procurement and analysis services within the deregulated states.

EMEX, LLC is a privately held firm providing energy procurement and analysis services in deregulated regions of the United States. EMEX's complete portfolio of services and proprietary, online platforms are entirely focused on reducing the cost of energy in real-time for:

- commercial and industrial businesses
- municipalities and government agencies
- · public and private schools and universities
- non-profit organizations.

EMEX enables its customers to compare prices with a reverse auction platform, instant online pricing features, receive automated custom quotes and historical analysis, aggregation and the ability to offer executable contracts from over 125 National Suppliers. EMEX's electricity and gas brokerage business allows customers, free of charge and without any obligation to EMEX, to shop and contract directly with retail electricity and gas suppliers. The retail electricity and gas suppliers (as opposed to EMEX) provide contracted services, billing statements and respond to customer inquiries.

EMEX's mission is to put the *power* to save money in the hands of its clients with smart, ground-breaking technology designed to dramatically simplify energy procurement. Core to EMEX is the flagship product brand EMEXTM Reverse Auction Platform, nationally recognized for its innovation and excellence.

Headquartered in Houston, Texas, EMEX's offices house teams for sales, analysis, marketing, customer services, and finance. EMEX's reach ensures it is well positioned to leverage opportunities as they occur, with employees throughout the 50 states. EMEX's activities continue to stretch as states become deregulated, giving EMEX the ability to react quickly to wherever there is a need to accurately and efficiently manage energy procurement.

Exhibit B-3 "Summary of Experience"

A History of Innovation

EMEX's systems and solutions reflects decades' worth of knowledge and expertise in energy consulting and procurement. Combined with our Industry Leading Online Platform, EMEX's objective is to generate the lowest possible price for energy through products and services that reduce the cost of energy in real-time.

Power Savings, Simplified.

EMEX, LLC is a privately held firm providing energy procurement and analysis services in deregulated regions of the United States. EMEX's complete portfolio of services and proprietary, online platforms are entirely focused on reducing the cost of energy in real-time for:

- commercial and industrial businesses
- · municipalities and government agencies
- · public and private schools and universities
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Headquartered in Houston, Texas, our offices houses teams for sales, analysis, marketing, customer services, and finance. EMEX's reach ensures it is well positioned to leverage opportunities as they occur with employees throughout the 50 states. EMEX's activities continue to stretch as states become deregulated, giving EMEX the ability to react quickly to wherever there is a need to accurately and efficiently manage energy procurement.

True Collaboration

Recognizing the need for continuous improvement, EMEX has consistently invested its resources into furthering its revolutionary technology. Most of our new product innovations and introductions are the result of joint development efforts with our customers and suppliers. It is through these close relationships that we are truly

able to understand the needs and requirements of the market, creating a platform that ensures the most competitive bidding environment possible.

Our Mission

EMEX is at the forefront of developing the next generation of online platforms with a host of invaluable functionalities. We have made it our mission to put the power to save money in the hands of our customers, offering smart, ground-breaking technologies designed to dramatically simplify commercial energy sourcing. These technologies replace traditionally complex, time-consuming processes with instant quotes and live energy procurement auctions.

Exhibit B-4 "Disclosure of Liabilities and Investigations"

Applicant has no existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact Applicant's financial or operational status or ability to provide the services it is seeking to be certified.

Exhibit C-1 "Annual Reports"

Applicant is not a publicly traded company. Applicant's members are intimately involved in Applicant's day to day business and thus annual reports are not prepared. If the Commission requires any additional information, please advise, and it will be provided promptly.

Exhibit C-2 "SEC Filings"

Applicant is not required to file with the SEC as Applicant is a privately owned entity.

Exhibit C-3 "Financial Statements"

Officer-certified financial statements for the years ending 2015 and 2016 are being provided under seal with this renewal application.

Exhibit C-4 "Financial Arrangements"

N/A - Applicant is certified as a broker/aggregator and will not be taking title to electricity or natural gas.

Exhibit C-5 "Forecasted Financial Statements"

Projected Financials for EMEX, LLC's natural gas operations that were prepared by Kevin McAlpin, VP Finance and General Counsel of EMEX Power, LLC are being provided under seal with this renewal application. Mr. McAlpin's contact information is as follows:

EMEC, LLC d/b/a EMEX Power, LLC 11011 Richmond Avenue, Suite 500 Houston, TX 77042

Phone: 713-521-9797

Email: mcalpin.k@emexllc.com

Exhibit C-6 "Credit Rating"

A Dunn & Bradstreet report for EMEX, LLC is being provided under seal with this renewal application.

Exhibit C-7 "Credit Report"

Please see the Dunn & Bradstreet that was provided under seal with this renewal application as Exhibit C-6.

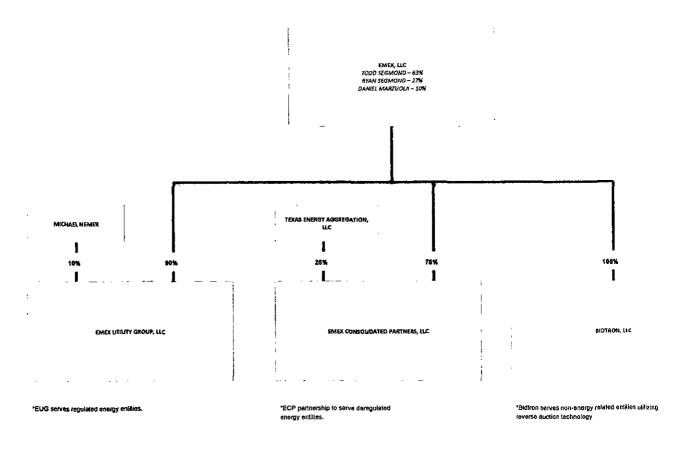
EMEX Power, LLC Exhibit C-8 "Bankruptcy Information"

None.

Exhibit C-9 "Merger Information"

None.

Exhibit C-10 "Corporate Structure"



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Exhibit D-1 "Operations"

Applicant operates web-based natural gas and electricity brokerage and reverse auction services, allowing commercial, residential, aggregation and governmental customers to compare multiple price offerings from competing suppliers. This platform is a unique business resource that has created unsurpassed transparency and control of customer's costs. Applicant provides multiple products – fixed rates, variable rates and heat rates as well as analysis of market conditions and historical trends. Applicant's fully automated website and reverse auction platform simplifies the process for customers and provides the ability to easily switch to a lower cost natural gas and/or electricity provider online. Applicant provides all necessary logistics from beginning to end, including credit approvals and customer support throughout the length of a customer's contract.

Applicant utilizes a unique approach to manage its clients' energy supply needs and create optimal savings opportunities.

1. Data Acquisition

- > Review existing contracts and costs for baseline comparisons.
- Acquire historical usage data from utilities and define load profiles.

2. Market Strategy Development

- > Applicant will recommend the optimal product(s) for a customer's business based on best-practice procurement strategies and the customer's level of risk tolerance.
- Applicant will create a Request for Prices ("RFP") that will be sent to all relevant energy suppliers based on the selected energy product(s).

3. Indicative Savings Analysis

After the initial RFP, Applicant prepares a custom report comparing market conditions against current rates. This exercise provides insight into product and supplier selection, and identifies potential risk management opportunities.

4. The Reverse Auction Event

- ➤ Applicant's Account Executive will host and narrate the reverse auction on a conference call during the event, providing insight on all participating suppliers, commenting on the savings opportunities as they appear, and answering any questions.
- Applicant will recommend the scheduling of auctions based on favorable market conditions.

5. Final Savings Review

➤ A Final Savings Analysis based on the reverse auction's results will be provided, providing the necessary data for making an informed decision.

6. Contract Execution and Post-Contract Management

Upon selection of winning supplier(s) from the reverse auction, Applicant will:

- > Provide the customer with the appropriate supplier documents for execution.
- > Confirm contract receipt and booking by supplier upon execution.
- > Verify account enrollments as the start date approaches.
- Continually advise on market conditions to manage energy risk throughout the term of the agreement.

Exhibit D-2 "Operations Expertise"

The CEO of Applicant, Todd Segmond, began his experience as an energy broker in 2002 at the beginning of Texas deregulation with power brokers in Dallas, Texas. From 2002 to 2003, he learned all aspects of electricity deregulation and successfully facilitated brokering and consulting, gaining an excellent reputation with customers and suppliers in the energy industry. In 2003, Mr. Segmond was recruited as Director of Sales for Choice! Energy Services in Houston, Texas, managing a team of 35 Sales Agents and increasing revenue from one million dollars to more than 12 million dollars annually. In 2007, Mr. Segmond formed Southwest Energy Partners, now EMEX, LLC, a cutting edge online electricity brokerage firm, which enables commercial and industrial customers to compare prices with a reverse auction platform and instant online pricing features, receive automated custom quotes and historical analysis, and the receive executable contracts from over 125 national suppliers. Mr. Segmond currently manages 44 fulltime employees, 4 fulltime programmers, and more than 2,500 outside sales associates with the innovative EMEX Power Affiliate and Channel Partner Programs.

Applicant's technical capabilities to exchange data with other market participants include the following:

- 1. Internet
 - a. Upload speed is up to 5MB / Download speed is up to 20MB
- 2. Computer Dell T3500 Precision
 - a. Dual Xeon CPU
 - b. 4GB
 - c. 250GB HDD
 - d. Windows 7 Professional 64 bit

Exhibit D-3 "Key Technical Personnel"

Todd Segmond EMEX, LLC 11011 Richmond Avenue, Suite 500 Houston, TX 77042 Phone: 713-521-9797 Segmond.t@emexllc.com

The CEO of Applicant, Todd Segmond, began his experience as an energy broker in 2002 at the beginning of Texas deregulation with Power Brokers in Dallas, Texas. From 2002 to 2003, he learned all aspects of electricity deregulation and successfully facilitated brokering and consulting, gaining an excellent reputation with customers and suppliers in the energy industry. In 2003, Mr. Segmond was recruited as Director of Sales for Choice! Energy Services in Houston, Texas, managing a team of 35 Sales Agents and increasing revenue from one million dollars to more than 12 million dollars annually. In 2007, Mr. Segmond formed Southwest Energy Partners, now EMEX, LLC, a cutting edge online electricity brokerage firm, which enables commercial and industrial customers to compare prices with a reverse auction platform, instant online pricing features, receive automated custom quotes and historical analysis, and the ability to offer executable contracts from over 30 National Suppliers. Mr. Segmond currently manages 40 fulltime employees, five fulltime programmers, and more than 2,500 outside sales associates with the innovative EMEX Power Affiliate and Channel Partner Programs. As CEO, he is responsible for the overall synergy and direction of the company.

Ryan Segmond EMEX, LLC 11011 Richmond Avenue, Suite 500 Houston, TX 77042 Phone: 713-521-9797 Segmond.r@emexllc.com

Ryan Segmond is a co-founder of the company and is a primary architect of the EMEX platform. Segmond is intimately involved in all facets of the company, including ongoing technological developments, traffic control, customer & partner relations, maintenance of IT and corporate infrastructure, and in marketing, where he functions as the company's senior editor and copywriter. Segmond works hand-in-hand with EMEX's engineering team to optimize the tools and advanced technology that the platform offers, and is an intermediary between the

engineering, sales, and analytical teams to create solutions that address the energy market's greatest needs. He is experienced with contract negotiation, regulatory affairs, national energy procurement policies, and the provision of educational insight and guidance to EMEX's sales agents and affiliates. Segmond has dedicated his professional career to EMEX and carries over 10 years of industry experience as an executive.

Daniel Marzuola EMEX, LLC 11011 Richmond Avenue, Suite 500 Houston, TX 77042 Phone: 713-521-9797 Marzuola.d@emexllc.com

Mr. Marzuola brings with him twenty-nine years of experience in the energy industry and the proven ability to lead multi-disciplined and multinational teams. His experience spans retail and wholesale energy sales, marketing, engineering, government relations, and process management. Before taking the role as President and Chief Operating Officer of EMEX, Marzuola spent fourteen years with TXU in various positions, including a stint as a System Planning Engineer to the General Manager of a natural gas distribution system in Mexico. During his time with TXU, he also worked as the Director of Government Issues and was appointed by the Governor of Texas as a member of the Oil and Gas Compact Commission. After leaving TXU, he spent one year as an Energy Consultant Executive for CDM Energy Management followed by the next three years as a Senior Director of C&I Sales for Direct Energy focusing on the ERCOT market in Texas. strengthened his tenure in the energy industry during the next seven years with Hudson Energy as the Senior Vice President of Sales of North America and the General Manager of the United Kingdom operations. Marzuola holds a Bachelor of Science in Engineering from the Southern Methodist University and a Masters of Business Administration.

Kevin McAlpin VP Finance & General Counsel EMEX, LLC 11011 Richmond Avenue, Suite 500 Houston, TX 77042 Phone: 713-521-9797 Mcalpin.k@emexllc.com

Kevin McAlpin is the Vice President of Finance and General Counsel of EMEX, holds over 20 years of combined legal & risk management experience advising a variety of companies ranging from Fortune 20 corporations to innovative emerging companies on how to achieve strategic success. McAlpin's primary areas of

expertise include general corporate law, complex energy product transactions in both wholesale and retail markets, regulatory affairs and compliance issues, mergers and acquisitions, litigation, contract negotiation, and business management. McAlpin has previously worked in executive and legal counsel roles for Just Energy, Standard Renewable Energy, and ExxonMobil. Mr. McAlpin is a 1991 graduate of The Citadel and holds an MBA from the University of Mississippi and a Doctor of Jurisprudence degree from The University of Houston Law Center. He is a member of the State Bar of Texas and the American Corporate Counsel Association.

Jason Ives
Vice President of Engineering
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Jason Ives is the Vice President of Engineering for EMEX. Ives has 18 years of experience in software engineering, specializing in web applications. He is responsible for leading major software engineering efforts from concept through implementation. Ives provides team leadership in project planning and technical design, defining project scope and methodologies. Ives manages EMEX's global development and engineering team throughout the US, Canada, and South America.