



PUCO USE ONLY – Version 1.08		May 2016
Date Received	Renewal Certification Number	ORIGINAL CRS Case Number
		15 - 1329 - GA-CRS

RENEWAL 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-15 - Company History*). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

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

SECTION A - APPLICANT INFORMATION AND SERVICES

A-1 Applicant intends to renew its certificate as: (check all that apply)

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

A-2 Applicant information:

Legal Name Empower Gas & Electric LLC
Address 612 Park Street, Suite 200, Columbus, Ohio 43215
Telephone No. 216-789-3320 Web site Address <http://empowersaves.com/>
Current PUCO Certificate No. 15-460G Effective Dates August 16, 2015 - August 16, 2017

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

Name Empower Saves
Address 612 Park Street, Suite 200, Columbus, Ohio 43215
Web site Address <http://empowersaves.com/> Telephone No. 216-789-3320

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

Empower Gas & Electric LLC
Empower Saves

A-5 Contact person for regulatory or emergency matters:

Name Tremaine Phillips Title Director of Strategic Initiatives
Business Address 612 Park Street, Suite 200, Columbus, Ohio 43215
Telephone No. 517-488-6511 Fax No. N/A Email Address tphillips@empowersaves.com

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

Name Dan Gray Title Chief Operations Officer
Business address 612 Park Street, Suite 200, Columbus, Ohio 43215
Telephone No. 216-789-3320 Fax No. N/A Email Address dgray@empowersaves.com

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

Customer service address 612 Park Street, Suite 200, Columbus, Ohio 43215
Toll-Free Telephone No. 1-855-343-7884 Fax No. 614-824-3502 Email Address info@empowersaves.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 Dan Gray Title Chief Operating Officer
Business address 612 Park Street, Suite 200, Columbus, Ohio 43215
Telephone No. 216-789-3320 Fax No. N/A Email Address dgray@empowersaves.com

A-9 Applicant's federal employer identification number 464059950

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

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

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

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

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

☐ **Columbia Gas of Ohio**

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

☐ **Dominion East Ohio**

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

☐ **Duke Energy Ohio**

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

☐ **Vectren Energy Delivery of Ohio**

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

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

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	N/A
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	N/A
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	N/A
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	N/A

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 Exhibit A-14 "Principal Officers, Directors & Partners,"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-15 Exhibit A-15 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-16 Exhibit A-16 "Articles of Incorporation and Bylaws,"** 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 Exhibit B-2 "Experience & Plans,"** provide a current description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking renewed certification (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational

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

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

☒ No ☐ Yes

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

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

☒ No ☐ Yes

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

SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
(This is generally only applicable to publicly traded companies who publish annual reports.)
- C-2 Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. An applicant may submit a current link to the filings or provide them in paper form. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).
- C-4 Exhibit C-4 "Financial Arrangements,"** provide copies of the applicant's current financial arrangements to conduct competitive retail natural gas service (CRNGS) 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 **NATURAL GAS related business activities in the state of Ohio Only**, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.

C-6 Exhibit C-6 "Credit Rating," provide a statement disclosing the applicant's current credit rating as reported by two of the following organizations: Duff & Phelps, Fitch IBCA, Moody's Investors Service, Standard & Poor's, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or an affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant. If an applicant or its parent does not have such a credit rating, enter "N/A" in Exhibit C-6.

- C-7 Exhibit C-7 “Credit Report,”** provide a copy of the applicant’s current credit report from 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 within the two most recent years preceding the application.

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

[Handwritten Signature] Chief Operating Officer

Sworn and subscribed before me this

11th day of *August*

Month

2017

Year

Signature of official administering oath

[Handwritten Signature: Stephen M. Howard]

Print Name and Title

STEPHEN M. HOWARD
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION HAS NO EXPIRATION DATE
SECTION 147.03 R. C.

My commission expires on



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service Affidavit Form (Version 1.07)

In the Matter of the Application of)

Empower Gas and Electric LLC)

for a Certificate or Renewal Certificate to Provide)

Competitive Retail Natural Gas Service in Ohio.)

Case No. 15 - 1329 -GA-CRS

County of Franklin
State of Ohio

I, Daniel M. Gray

[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

D. M. Gray Chief Operating Officer

Sworn and subscribed before me this

11

day of

August

Month

2017

Year

Stephen M. Hayward

Signature of Official Administering Oath

SL

Print Name and Title

STEPHEN M. HAYWARD
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION HAS NO EXPIRATION DATE
SECTION 147.03 R.C.

My commission expires on

Exhibit A-14: Principal Officers, Directors & Partners

NAME	TITLE	ADDRESS	PHONE NUMBER
Larry Gordon	CEO	612 Park Street, Suite 200 Columbus, OH 43215	908-448-7015
Daniel Gray	COO	612 Park Street, Suite 200 Columbus, OH 43215	216-789-3320
David Wilhelm	Member	612 Park Street, Suite 200 Columbus, OH 43215	855-343-7884
Nick Bullinger	Member	612 Park Street, Suite 200 Columbus, OH 43215	855-343-7884
Michael Moser	Member	612 Park Street, Suite 200 Columbus, OH 43215	855-343-7884
David Milenthal	Member	612 Park Street, Suite 200 Columbus, OH 43215	855-343-7884
Scott Ungerer	Member	612 Park Street, Suite 200 Columbus, OH 43215	855-343-7884

Exhibit A-15: Company History

Empower Gas & Electric LLC (Empower), also registered under the trade name Empower Saves, was formed in 2013 to provide responsive energy solutions to communities as well as residential, commercial, and industrial customers. Empower utilizes its unique data platform to analyze customer utility bills and help customers save and manage energy resources at a reasonable cost.

Empower's officers and directors have a long and rich history in energy-related development, management, regulations, delivery, and sales. Additionally, over the past several years Empower has won Aggregation Electric Supply contracts in communities throughout Ohio such as Cincinnati, Cleveland, and Athens County.

Exhibit A-16: Articles of Incorporation and Bylaws

Empower Gas & Electric LLC was organized in the state of Ohio on November 7, 2013 as Milenthal Energy LLC. The name Milenthal Energy LLC was changed to Empower Gas & Electric LLC on January 17, 2014. Empower Gas & Electric LLC then registered the trade name Empower Saves on April 11, 2017.

The following documents certify both the organization's founding, name change, and trade name registration:



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/07/2013	201331101346	ARTICLES OF ORGNZTN/DOM. PROFIT LIM.LIAB. CO.	125.00	0.00	0.00	0.00	0.00

Receipt

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

FISHEL HASS KIM ALBRECHT, LLP
400 S. FIFTH STREET
SUITE 200
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
2244490

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
MILENTHAL ENERGY LLC
and, that said business records show the filing and recording of:

Document(s)
ARTICLES OF ORGNZTN/DOM. PROFIT LIM.LIAB. CO.

Document No(s):
201331101346

Effective Date: 11/07/2013



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 7th day of November, A.D. 2013.

Jon Husted
Ohio Secretary of State



Form 533A Prescribed by:
Ohio Secretary of State

JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Date Electronically Filed: 11/7/2013

Articles of Organization for a Domestic Limited Liability Company

Filing Fee: \$125

CHECK ONLY ONE (1) BOX

(1) ☒ Articles of Organization for Domestic
For-Profit Limited Liability Company
(115-LCA)

(2) ☐ Articles of Organization for Domestic
Nonprofit Limited Liability Company
(115-LCA)

Name of Limited Liability Company **MILENTHAL ENERGY LLC**

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd"

Effective Date **11/7/2013**
(Optional) mm/dd/yyyy

(The legal existence of the limited liability company begins upon the filing
of the articles or on a later date specified that is not more than ninety days
after filing)

This limited liability company shall exist for
(Optional)

PERPETUAL

Period of Existence

Purpose
(Optional)

FOR ANY LAWFUL PURPOSE

**Note for Nonprofit LLCs

The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit limited liability company secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

ORIGINAL APPOINTMENT OF AGENT

The undersigned authorized member(s), manager(s) or representative(s) of

MILENTHAL ENERGY LLC

Name of Limited Liability Company

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The name and address of the agent is

DAVID A. RIEPENHOFF

Name of Agent

400 S. FIFTH STREET

Mailing Address

COLUMBUS

City

OH

State

43215

ZIP Code

ACCEPTANCE OF APPOINTMENT

The undersigned,

DAVID A. RIEPENHOFF

Statutory Agent Name

named herein as the statutory agent

for

MILENTHAL ENERGY LLC

Name of Limited Liability Company

hereby acknowledges and accepts the appointment of agent for said limited liability company

Statutory Agent Signature

DAVID A. RIEPENHOFF

Individual Agent's Signature / Signature on Behalf of Corporate Agent

☒ Please check here to confirm that the agent is an Ohio resident, an Ohio corporation, or a foreign corporation licensed under Ohio law.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by a member, manager or other representative.

JON MILENTHAL

Signature

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

By (if applicable)

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

201402100807

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/21/2014	201402100807	AMEND/ARTICLES- ORGANIZATION/DOM. LLC (LAM)	50.00	.00	.00	.00	.00

Receipt

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

FISHEL HASS KIM ALBRECHT LLP
DAVID A. RIEPENHOFF
400 S. 5TH ST., STE 200
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

2244490

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

EMPOWER GAS & ELECTRIC LLC

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

Document(s)
AMEND/ARTICLES-ORGANIZATION/DOM. LLC

Document No(s):
201402100807

Effective Date: 01/17/2014



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 January, A.D. 2014.

Jon Husted

Ohio Secretary of State



DATE	DOCUMENT ID	DESCRIPTION	FILING	OVER PAYMENT	EXPED	CERT	COPY
04/13/2017	201710203470	TRADE NAME REGISTRATION (RNO)	39.00	0.00	0.00	0.00	0.00

Receipt

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

EMPOWER GAS & ELECTRIC LLC
612 PARK STREET #200
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
4017025

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

EMPOWER SAVES

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

Document(s)

TRADE NAME REGISTRATION

Effective Date: 04/11/2017

Document No(s):

201710203470

Date of First Use: 01/01/2017

Expiration Date: 04/11/2022

EMPOWER GAS & ELECTRIC LLC
612 PARK STREET #200
CINCINNATI, OH 45202



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
13th day of April, A.D. 2017.

Ohio Secretary of State

Form 534A Prescribed by:

JON HUSTED
Ohio Secretary of State



Toll Free: (877) SOS-FILE (877-787-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$108.00)

P.O. Box 1390
Columbus, OH 43216

Name Registration

Filing Fee: \$39
Form Must Be Typed

2017 APR 11 AM 11:26

CHECK ONLY ONE (1) Box

☒ Trade Name
(167-RNO)

Date of first use: 01/01/17

MM/DD/YYYY

☐ Fictitious Name
(169-NFO)

Empower Saves

Name being Registered or Reported

Empower Gas & Electric LLC

Name of the Registrant

Note: If the registrant is a partnership, please provide the name of the partnership. Individual partner names are not permitted but are required on page 2 of the form.

Registrant's Entity Number (If registered with Ohio Secretary of State): 2244490

All registrants must complete the information in this section

The general nature of business conducted by the registrant:

Empower is a technology driven energy savings company that works with your utility company and local government to

Business address:

612 Park Street #200

Mailing Address

Cincinnati

City

Ohio

State

45202

Zip Code

Complete the information in this section if registrant is a partnership NOT registered in Ohio pursuant to ORC 1776, if partnership is registered, provide registration number on page one.

Provide the name and address of at least one general partner:

Name

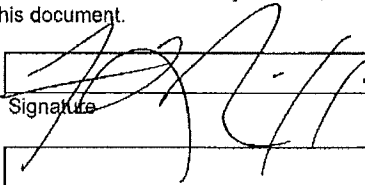
Address

NOTE: Pursuant to OAG 89-081, if a general partner is a foreign corporation/limited liability company, it must be licensed to transact business in Ohio; if a general partner is a foreign corporation/limited liability company licensed in Ohio under an assumed name, please provide the assumed name and the name as registered in its jurisdiction of formation.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Application must be signed by the registrant or an authorized representative.


Signature

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

By (if applicable)

Tremaine Phillips

Print Name

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Exhibit A-17: Secretary of State

The following certificate is evidence that Empower Gas & Electric LLC is currently registered with the Secretary of State of Ohio.

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show EMPOWER GAS & ELECTRIC LLC, an Ohio For Profit Limited Liability Company, Registration Number 2244490, was organized within the State of Ohio on November 7, 2013, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 10th day of July, A.D. 2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201719104684

201402100807

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/21/2014	201402100807	AMEND/ARTICLES- ORGANIZATION/DOM. LLC (LAM)	50.00	.00	.00	.00	.00

Receipt

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

FISHEL HASS KIM ALBRECHT LLP
DAVID A. RIEPENHOFF
400 S. 5TH ST., STE 200
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

2244490

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

EMPOWER GAS & ELECTRIC LLC

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

Document(s)

AMEND/ARTICLES-ORGANIZATION/DOM. LLC

Document No(s):

201402100807

Effective Date: 01/17/2014



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 January, A.D. 2014.

Jon Husted

Ohio Secretary of State

Exhibit B-1: Jurisdictions of Operation

Empower Gas & Electric LLC is a licensed natural gas aggregator, broker, and marketer in the state of Ohio.

Exhibit B-2: Experience & Plans

Empower Gas & Electric, LLC (Empower) intends to continue to use its experience and data analytics as a platform for providing energy solutions to customers and communities in the state of Ohio. We will fulfill customers' natural gas needs by developing energy efficiency projects and providing the balance of gas resources from our own supply contracts or through partners.

Empower will work with strategic partners, as needed, to procure all balance of gas supply requirements and customer billing services.

Balance of Supply: Empower will ensure delivery of gas either directly or contractually through a strategic partner.

Customer Billing: Empower will bill customers through a contract with their local distribution utility.

Customer Service: Empower will directly or contractually through a strategic partner, ensure that all customer complaints and inquiries are responded to within three business days and addressed in a timely manner. Empower will respond to both the customer and the PUCO within three business days of a complaint forwarded to Empower from the PUCO.

Exhibit B-3: Summary of Experience

The Empower team has unique experience and expertise in energy development, management, delivery, and regulation. We plan to offer a customer-focused energy services and solutions that focus on the specific energy management, savings, and development goals of our customers. We will also work with community and utility partners to provide reliable gas supply and customer services.

Exhibit B-4: Disclosure of Liabilities and Investigations

There are none.

Exhibit C-1: Annual Reports

Empower Gas & Electric LLC does not have an Annual Report. See financial statements under Confidential Exhibit C-3.

Exhibit C-2: SEC Filings

Empower Gas & Electric LLC is a privately held company and therefore does not have SEC filings.

Exhibit C-3: Financial Statements

This exhibit contains confidential and proprietary information and is being submitted under seal. Empower has not been in business long enough to provide financial statements for 2015; Empower's 2016 balance sheet, income statement, and cash flow statement is contained in attached document containing confidential exhibits.

Exhibit C-4: Financial Arrangements

This exhibit contains confidential and proprietary information and is being submitted under seal.

Exhibit C-5: Forecasted Financial Statements

This exhibit contains confidential and proprietary information and is being submitted under seal.

Exhibit C-6: Credit Rating

N/A

Exhibit C-7: Credit Report

See below.



CreditScoreSM Report

as of: 08/01/17 12:29 ET

Empower Gas & Electric, LLC

Address: 612 Park St
Columbus, OH 43215-1681
United States
Phone: 216-789-3320
Website: empowersaves.com
Experian BIN: 989497535

Key Personnel: Ucc Debtor: David L Mienthal
Chief Operating Officer: Daniel Gray
SIC Code: 1711-Plumbing, Heating & A/C Contractors
4911-Electric Services
NAICS Code: 238220-Plumbing, Heating, And Air-
Conditioning Contractors
221100-Electric Power Generation,
Transmission And Distribution
Business Type: Corporation
Experian File Established: August 2014
Experian Years on File: 3 Years
Years in Business: More than 3 Years
Total Employees: 11
Sales: \$1,684,000

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

Payment Tradelines (see charts): 3
Banking/Insurance/Leasing (see detail): 1
UCC Filings: 1

Lowest 6 Month Balance: \$11,252
Highest 6 Month Balance: \$11,252
Current Total Account Balance: \$0
Highest Credit Amount Extended: \$0

*** Businesses Scoring Worse:** 17%
Bankruptcies: 0
Liens: 0
Judgments Filed: 0
Collections: 0

Credit Summary

Experian Business Credit Score: 18



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

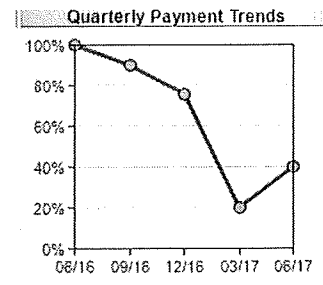
Key Score Factors:

- Number of commercial accounts with net 1-30 days term.
- Number of recently active commercial accounts.
- Balance of commercial accounts at worst delinquency.
- Number of delinquent commercial accounts.

Recommended Action: Medium To High Risk

Payment Summary

Insufficient information to produce
Monthly Payment Trends
chart.

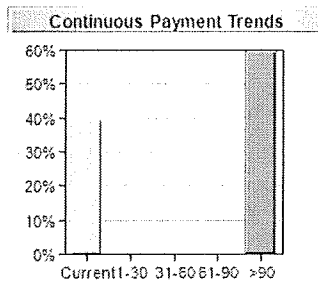


*Percentage of on-time payments by quarter.

Insufficient information to produce
Monthly Payment Trends
table.

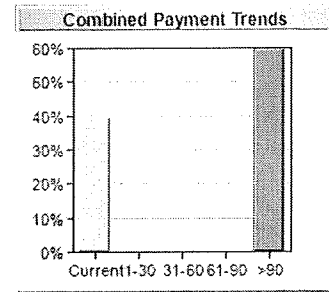
Quarterly Payment Trends - Recent Activity

Date	Current	Up to 30 DBT	31-60 DBT	61-90 DBT	>90 DBT
06/16	100%	0%	0%	0%	0%
09/16	90%	10%	0%	0%	0%
12/16	76%	0%	8%	16%	0%
03/17	20%	15%	32%	7%	26%
06/17	40%	0%	0%	0%	60%



*Continuous distribution with DBT.

Insufficient information to produce
Newly Reported Payment Trends
chart.



*Combined distribution with DBT.

Commercial Banking, Insurance, Leasing

Commercial Banking and Insurance

Type: Commercial Banking
Institution Name: Huntington National Bank
Address: 41 S. High Street Columbus Oh45215
Phone: 317-237-2518
Open Date: 03/14

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Exhibit C-8: Bankruptcy Information

Empower Gas & Electric LLC has no applicable bankruptcy information.

Exhibit C-9: Merger Information

Empower Gas & Electric LLC has no applicable merger information.

Exhibit C-10: Corporate Structure

Empower Gas & Electric LLC is a standalone limited liability company that is physically located in Columbus, Ohio. There are no affiliates or subsidiaries of Empower. The LLC is jointly owned by its members and is governed by an operating agreement. Empower Gas & Electric LLC also operates under the registered trade name Empower Saves.

Exhibit D-1: Operations

Empower Gas & Electric, LLC plans on performing the following operations as part of its business:

Provision of Energy Efficiency Services: For customers with a desire to save energy as part of their natural gas provision package. Empower will work with those customers to design, finance, install and in some cases operate energy efficient equipment that produces gas savings.

Provision of Natural Gas: Empower will ensure delivery of gas by directly scheduling or arranging for gas to be delivered contractually through a strategic partner. Empower will disclose to the customer the method of delivery.

Billing: In relation to energy efficiency services, Empower will bill customers directly. For natural gas services, Empower will bill customers either through the customer's local gas distribution utility or with Empower's balance of gas provider.

Customer Service: Empower will directly or contractually through a strategic partner, ensure that all customer complaints and inquiries are responded to within three business days and addressed in a timely manner. Empower will respond to both the customer and the PUCO within three days for complaints forwarded from the PUCO. Empower will disclose to the customer a toll free phone number, email and fax for all customer inquiries and complaints no later than when a contract is signed.

Exhibit D-2: Operations Experience

The officers and members of Empower Gas & Electric has extensive and longstanding utility service, regulation, sales, and development experience in Ohio.

Empower's team has collectively developed hundreds of megawatts of operating generating facilities regionally, nationally, and globally. Additionally, the core group includes individuals with strong natural gas regulatory experience, who are well informed on Commission rules, practices, and expectations.

Experience includes:

- Participation in dozens of Commission actions, including work directly with all of Ohio's investor owned utilities, and many of their retail counterparts.
- Extensive experience in high quality customer service as well as product development and marketing for fortune 500 companies.
- Strong relationships with bonded energy service companies, wholesale energy suppliers, and other channel partners.

Exhibit D-3: Key Technical Personnel

David Wilhelm - Member

855-343-7884

dwilhelm@empowersaves.com

Key Technical Responsibilities: Energy project development and financing, strategic partner relationships

Bio: Wilhelm has had a career spanning the worlds of energy, finance, politics, academia, and nonprofits; in each, he has made a meaningful impact and has always been guided by the idea of doing what he can to help others fulfill their human potential.

With Hecate, Wilhelm is leading efforts to build a 50 MW solar array on reclaimed mine land in his native Appalachian Ohio, linking clean energy development to substantial rural job creation. Wilhelm is heavily involved in Hecate's Power Africa initiative, which involves a 55 MW solar project on the campus of the University of Dodoma in central Tanzania.

Wilhelm is the founder of two regionally-focused venture capital funds designed to bring investment dollars to underserved regions of the Midwest and Appalachia. He served as the co-chair of the statewide campaign to renew the Ohio Third Frontier, one of the nation's model programs in support of innovation and entrepreneurship.

Wilhelm is a graduate of Ohio University and Harvard University; he has received honorary doctorates at Ohio University, the University of Charleston, and Wheeling Jesuit University, and has taught at Harvard University, the University of Chicago, DePaul University, and the University of Akron. He is the Co-Chair of the National Advisory Council of the Voinovich School of Leadership and Public Affairs at Ohio University.

David Milenthal – Member

855-343-7884

dmilenthal@empowersaves.com

Key Technical Responsibilities: Strategic partner relationships, customer services

Bio: David is the founder of what is now Engauge, a marketing services firm now owned by Publicis. Prior to selling his company to the investors, David built what became one of the largest independently owned ad agencies in America...and all right here out of Columbus.

Mr. Milenthal has helped spearhead efforts to develop brands for the nation's leading cruise line, Carnival; the nation's largest energy company, American Electric Power; one of the nation's top five health care giants, Anthem Blue Cross and Blue Shield; and other national and regional companies.

Mr. Milenthal believes in using his marketing skills and that of his company to develop campaigns that positively impact important issues and programs in his local and national community. He is the first and only marketing CEO to ever chair the United Way campaign in Central Ohio, and he also served as Chair of the United Way from 1997-99. For the past several years he has served on the National Marketing Committee and the National Leadership Council of the United Way, as well as the Resource Development Committee of United Way of Central Ohio.

Larry Gordon – Chief Executive Officer

908-448-7015

lgordon@empowersaves.com

Key Technical Responsibilities: Strategic planning, corporate relations and sales

Bio: Larry Gordon is CEO of Empower and brings 30 years of software, IT services and energy efficiency experience. He has been founder and CEO of two companies in the digital transformation and customer journey space that have had successful outcomes.

He has helped scale up three other companies while operating in leadership positions including marketing, sales, sales management, corporate strategy, professional services, product management and customer intimacy programs. He has directly managed large organizations of up to 7,500 people in private and publicly traded companies, and has participated in three \$1 billion plus liquidity events.

He has created and lead large organizations at Cognizant, CapGemini, iYogi, and RAB Lighting. He holds a B.A. from Duke University, and an M.A. from the University of Colorado.

Daniel Gray – Chief Operations Director

216-789-3320

dgray@empowersaves.com

Key Technical Responsibilities: Operations and day-to-day management

Bio: Dan Gray currently serves as a Business and Utility Consultant for an advanced energy law firm based in Columbus, where he combines his knowledge of utility rates and regulations with his background in financial modeling to drive value for the customers in complicated energy development projects.

Dan manages the energy development portfolio for the firm, including projects ranging from distributed power generation at individual businesses to community- wide energy efficiency retrofits. Dan consults with both end users and developers in the public, private and non-profit sectors.

Prior to his work in energy development, Dan ran community engagement programs for successful political campaigns across the country, driving the election of two governors, two Senators and nine Congressmen.

Dan is a graduate of Case Western Reserve University and earned his MBA at The Ohio State University.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

8/15/2017 4:17:20 PM

in

Case No(s). 15-1329-GA-CRS

Summary: Application Renewal Certification Application Competitive Retail Natural Gas
Suppliers electronically filed by Mr. Stephen M Howard on behalf of Empower Gas & Electric
LLC