

FILE

verdeenergyusa

November 3, 2017

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

RE: Re-Certification Gas License 13-2164 – GA –CRS

To Whom It May Concern:

Attached you will find Verde Energy USA Ohio, LLC's Renewal Application for gas license, 13-2164 – GA –CRS.

Verde Energy has also submitted hard copies of confidential information related to this docket. Please let me know if you need any information in furtherance of this request.

Regards,


/s/ Karen M. White

Karen White
Verde Energy USA
Manager, Regulatory Compliance
(203) 663-5731
kwhite@verdeenergyusa.com

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RENEWAL CERTIFICATION FILING INSTRUCTIONS COMPETITIVE RETAIL NATURAL GAS SUPPLIERS

I. *Where to File:* Applications should be sent to: Public Utilities Commission of Ohio (PUCO or Commission), Docketing Division, 180 East Broad Street, Columbus Ohio 43215-3793.

II. *What to File:* Applicant must submit one original notarized application signed by a principal officer and three copies, including all exhibits, affidavits, and other attachments. All attachments, affidavits, and exhibits should be clearly identified. *For example, Exhibit C-10 should be marked "Exhibit C-10 - Corporate Structure."* All pages should be numbered and attached in a sequential order.

IMPORTANT REQUIREMENT: *The renewal application must be docketed in the applicant's original GA-CRS case number. Therefore, applicant should enter that number on the renewal application form when filing a renewal application.*

III. *When to File:* Pursuant to Rule 4901:1-27-09 of the Ohio Administrative Code, renewal applications shall be filed between 30 and 60 days to the prior certificate's expiration date.

IV. *Renewal Application Form:* The renewal application form is available on the PUCO Web site, www.puco.ohio.gov or directly from the Commission located at: Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

V. *Confidentiality:* An applicant may file financial statements, financial arrangements, and forecasted financial statements under seal. If these exhibits are filed under seal, they will be afforded protective treatment for a period of six years from the date of the certificate for which the information is being provided.

An applicant may file a motion for a protective order for other information not filed under seal per the previous paragraph. If the motion is filed in conformance with rule 4901:1-27-07 of the Administrative Code, it shall be automatically approved on the thirty-first day after the date of filing and the information shall be afforded protective treatment for a period of six years from the date of the certificate for which the information is being provided, unless the commission or an attorney examiner appointed by the commission rules otherwise.

At the expiration of the six-year period provided for in the previous paragraphs, the information will be automatically released into the open record. An applicant wishing to extend a protective order beyond the six-year time period must comply with paragraph (F) of rule 4901-1-24 of the Administrative Code.

VI. *Commission Process for Certification Renewal:* An application for renewal shall be made on forms approved and supplied by the Commission. The applicant shall complete the



appropriate renewal form in its entirety and supply all required attachments, affidavits, and evidence of capability specified by the form at the time an application is filed. The Commission renewal process begins when the Commission's Docketing Division receives and time/date stamps the application. An incomplete application may be suspended or rejected. An application that has been suspended as incomplete will cause delay in renewal.

The Commission may approve, suspend, or deny an application within 30 days. If the Commission does not act within 30 days, the renewal application is deemed automatically approved on the 31st day after the official filing date. If the Commission suspends the renewal application, the Commission shall notify the applicant of the reasons for such suspension and may direct the applicant to furnish additional information. The Commission shall act to approve or deny a suspended application within 90 days of the date that the renewal application was suspended.

Upon Commission approval, the applicant shall receive notification of approval and a numbered, renewed certificate that specifies the service(s) for which the applicant is certified and the dates for which the certificate is valid. Unless otherwise warranted, the renewed certification designation will remain consistent with the previously granted certification. For example, a certified marketer will renew as a certified marketer.

Unless otherwise specified by the Commission, the competitive retail natural gas service (CRNGS) supplier's renewed certificate is valid for an additional period of two years, beginning and ending on the dates specified on the certificate. The applicant may renew its certificate in accordance with Rule 4901:1-27-09 of the Ohio Administrative Code. CRNGS suppliers, which include marketers, shall inform the Commission of any material change to the information supplied in a renewal application within thirty (30) days of such material change in accordance with Rule 4901:1-27-11 of the Ohio Administrative Code.

VII. *Contractual Arrangements for Capability Standards:* If the applicant is relying upon contractual arrangements with a third-party, to meet any of the certification requirements, the applicant must provide with its application all of the following:

- ☐ The legal name of any contracted entity;
- ☐ A statement that a valid contract exists between the applicant and the third-party;
- ☐ A detailed summary of the contract(s), including all services provided thereunder; and
- ☐ The documentation and evidence to demonstrate the contracting entity's capability to meet the requirements as if the contracting entity was the applicant.

VIII. Questions: Questions regarding filing procedures should be directed to CRNGS@puc.state.oh.us

IX. *Governing Law:* The certification/renewal of CRNGS suppliers is governed by Chapters 4901:1-27 and 4901:1-29 of the Ohio Administrative Code, and Section 4929.20 of the Ohio Revised Code.



PUCO USE ONLY - Version 1.08 May 2016		
Date Received	Renewal Certification Number	ORIGINAL CRS Case Number
		13 -2164 - 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	Verde Energy USA Ohio, LLC		
Address	101 Merritt 7, Second Floor, Norwalk, CT 06851		
Telephone No.	800-388-3862	Web site Address	www.verdeenergy.com
Current PUCO Certificate No.	13-334G(1)	Effective Dates	December 5, 2013 - December 6, 2017

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

Name	Verde Energy USA Ohio, LLC		
Address	101 Merritt 7, Second Floor, Norwalk, CT 06851		
Web site Address	www.verdeenergy.com	Telephone No.	800-388-3862

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

Verde Energy USA Ohio, LLC

A-5 Contact person for regulatory or emergency matters:

Name	Ann Marie Toss	Title	Vice President, Operations & Compliance
Business Address	101 Merritt 7, Second Floor, Norwalk, CT 06851		
Telephone No.	203-663-5709	Fax No.	203-295-3752
Email Address	atoss@verdeenergyusa.com		

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

Name Karen White Title Manager, Regulatory Compliance
Business address 101 Merritt 7, Second Floor, Norwalk, CT 06851
Telephone No. 203-663-5731 Fax No. 203-295-3752 Email Address inquiries@verdeenergyusa.com

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

Customer service address 101 Merritt 7, Second Floor, Norwalk, CT 06851
Toll-Free Telephone No. 800-388-3862 Fax No. 866-247-7705 Email Address Service@verdeenergy.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 Corporation Service Company Title Registered Agent
Business address 50 West Broad Street, Suite 1800, Columbus, OH 43215
Telephone No. 800-927-9801 Fax No. Email Address scott.matthews@cscglobal.com

A-9 Applicant's federal employer identification number 37-1653929(Disregarded) 30-0826824(Regarded)

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

☐ Sole Proprietorship ☐ Partnership
☐ Limited Liability Partnership (LLP) ☒ Limited Liability Company (LLC)
☐ Corporation ☐ Other

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

☒	Columbia Gas of Ohio	☒	Residential	☒	Small Commercial	☒	Large Commercial / Industrial
☒	Dominion East Ohio	☒	Residential	☒	Small Commercial	☒	Large Commercial / Industrial
☒	Duke Energy Ohio	☒	Residential	☒	Small Commercial	☒	Large Commercial / Industrial
☒	Vectren Energy Delivery of Ohio	☒	Residential	☒	Small Commercial	☒	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

☒	Residential	Beginning Date of Service	5/3/2017	End Date	
☒	Small Commercial	Beginning Date of Service	5/3/2017	End Date	
☒	Large Commercial	Beginning Date of Service	5/3/2017	End Date	
☒	Industrial	Beginning Date of Service	5/3/2017	End Date	

☒ Dominion East Ohio

☒	Residential	Beginning Date of Service	5/3/2017	End Date	
☒	Small Commercial	Beginning Date of Service	5/3/2017	End Date	
☒	Large Commercial	Beginning Date of Service	5/3/2017	End Date	
☒	Industrial	Beginning Date of Service	5/3/2017	End Date	

☒ Duke Energy Ohio

☒	Residential	Beginning Date of Service	5/3/2017	End Date	
☒	Small Commercial	Beginning Date of Service	5/3/2017	End Date	
☒	Large Commercial	Beginning Date of Service	5/3/2017	End Date	
☒	Industrial	Beginning Date of Service	5/3/2017	End Date	

☐ Vectren Energy Delivery of Ohio

☐	Residential	Beginning Date of Service		End Date	
☐	Small Commercial	Beginning Date of Service		End Date	
☐	Large Commercial	Beginning Date of Service		End Date	
☐	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:

☐	Columbia Gas of Ohio	Intended Start Date	
☐	Dominion East Ohio	Intended Start Date	
☐	Duke Energy Ohio	Intended Start Date	
☒	Vectren Energy Delivery of Ohio	Intended Start Date	December 1, 2018

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 Experian, Dun and Bradstreet, or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter "N/A" for Exhibit C-7.
- C-8 **Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.
- C-9 **Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant within the two most recent years preceding the application.
- C-10 **Exhibit C-10 "Corporate Structure,"** provide a description of the applicant's corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate 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 Ann Marie Toss, Vice President Operations & Compliance

Ann Marie Toss

Sworn and subscribed before me this

3rd

day of

November

Month

2017

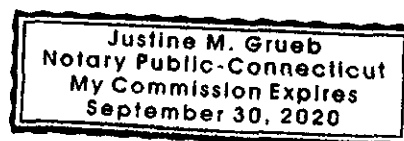
Year

Justine M. Grueb
Signature of official administering oath

Justine M. Grueb - Notary
Print Name and Title

My commission expires on

9/30/2020





The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

Verde Energy USA Ohio, LLC)

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

Case No.

13

2164

-GA-CRS

County of Fairfield

State of

CT

Ann Marie Toss

[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

Ann Marie Toss, Vice President Operations & Compliance

Ann Marie Toss

Sworn and subscribed before me this

3rd

day of

November

Month

2017

Year

Justine M. Grueb
Signature of Official Administering Oath

Justine Grueb - Notary
Print Name and Title



My Commission expires on 9/30/2020

(CRNGS Supplier Renewal) - Version 1.08

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Exhibit A-14

Verde Energy USA OHIO, LLC's Principal Officers, Directors, & Partners

Name	Position	Address	Phone
Nathan Kroeker	President, Chief Executive Officer	12140 Wickchester Ln, Ste 100 Houston, TX 77079	281-833-4153
Gil Melman	Vice President, General Counsel	12140 Wickchester Ln, Ste 100 Houston, TX 77079	281-833-4154
Jason Garrett	Executive Vice President, Retail	12140 Wickchester Ln, Ste 100 Houston, TX 77079	832-200-3735
Robert Lane	Chief Financial Officer	12140 Wickchester Ln, Ste 100 Houston, TX 77079	832-217-1860
Thomas FitzGerald	Authorized Agent	101 Merritt 7, Second Floor, CT 06851	203-663-5730

Exhibit A-15

Verde Energy USA OHIO, LLC's Company History

Verde Energy USA Ohio, LLC ("Verde OH" or "Applicant") was organized as a limited liability company on November 4, 2011 in the State of Delaware.

Verde OH is an authorized Competitive Retail Electric Supplier in Ohio, effective March 29, 2012-License 12-489E (1), and has been actively serving electric customers since then.

In the first half of 2017, Verde OH began serving natural gas customers with Columbia Gas of Ohio, Dominion Ohio Energy and Duke Energy Ohio. Verde OH currently intends to engage in the business of supplying natural gas customers in all territories within Ohio by December 1, 2018.

Prior to July of 2017, Verde OH was a wholly-owned subsidiary of Verde Energy USA Holdings, LLC ("Verde Holdings") and operated pursuant to administrative service agreements with Verde Energy USA, Inc., another wholly-owned subsidiary of Verde Holdings. Verde OH, Verde Energy USA, Inc. and the other Verde branded companies (other than Verde Holdings) are referred to herein as the "Verde Companies".

In July of 2017, Verde OH, along with the other Verde Companies, was acquired by Spark Energy, Inc. ("Spark") and its affiliates. Verde is now wholly-owned by Spark Holdco, LLC. Spark has a 39.47% Managing Membership Interest in Spark HoldCo, LLC.

The Verde Companies still provide and support competitive retail electricity and natural gas services to customers in eight states: Connecticut, Illinois, New Jersey, Pennsylvania, Ohio, New York, Massachusetts and Texas behind approximately fifty (50) electrical and natural gas distribution companies. The Verde Companies also have licenses in Maryland and the District of Columbia, but they are not presently servicing customers in those states. The Verde Companies are headquartered in Norwalk, Connecticut and have provided retail electricity and natural gas to both residential and non-residential customers since 2009.

Exhibit A-16

Verde Energy USA OHIO, LLC's Articles of Incorporation and Bylaws – No Change

Verde Ohio has not made any changes to its Articles of Incorporation and/or Bylaws since the initial application. Therefore, per instruction, these are omitted here.

Exhibit A-18

Verde Energy USA OHIO, LLC's Secretary of State



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/08/2011	201131300037	REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	125.00	100.00		.00	.00

Receipt

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

CORPORATION SERVICE COMPANY
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted**2059917**

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

VERDE ENERGY USA OHIO, LLC

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

Document(s)

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

Document No(s):

201131300037

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 8th day of November,
A.D. 2011.

Ohio Secretary of State

Exhibit B-1

Verde Energy USA OHIO, LLC's Jurisdictions of Operation

FILED SEPARATELY AS CONFIDENTIAL INFORMATION - Please see motion for protective order.

Exhibit B-2

Verde Energy USA OHIO, LLC's Experience & Plans

Exhibit B-2: "Experience and Plans"

- Contracts/Services

Verde OH will provide competitively priced gas products and will comply with all applicable laws and rules of the Public Utilities Commission of Ohio ("Commission"). Verde OH is committed to providing the same high level of retail gas services as the Verde Companies already provide to retail electric and gas customers in Connecticut, New Jersey, Pennsylvania, Illinois, Massachusetts, New York, Texas and Ohio ("Service States"). Verde OH will register with local distribution companies and perform EDI testing through its EDI provider. Verde OH will market fixed and variable rate products with various features intended to meet clients' needs. Verde OH will market to all customer classes including residential, commercial & industrial customers. Verde OH will disclose to customers, in clear and understandable language, the terms and conditions of its customer contracts, such as pricing, right to terminate and switching provisions.

- Billing

Verde OH's billing services will be provided in conjunction with the other Verde Companies. The Verde Companies currently operate under a contract with a third-party provider, which supports the necessary EDI billing transactions for Service States' customers. The third-party provider also provides support for Verde OH's natural gas customer billing processes. The generation of bills and handling of billing disputes will be managed internally; billing disputes have historically been responded to in 1-2 business days. The Verde Companies intend to begin operating with the same third-party provider, but under the contract with such provider held by Spark Holdco, LLC.

Verde OH will use consolidated billing whenever possible unless the customer/product dictates that Verde OH bill for natural gas charges separately. Verde OH's billing practices will comply with all Commission regulations.

- Customer Inquiries

Verde OH commits to maintaining a fully trained staff of representatives to fulfill the needs of its customers. Verde OH will comply with all sections of Chapter 4901:1-29-08 - *Customer access and complaint handling* of the Ohio Administrative Code. Verde OH will handle customer complaints. Verde OH is very proficient in accepting customer inquiries and responding to complaints. Verde OH has applied and established Inquiry Handling Procedures that are in line with Chapter 4901:1-29-08 relating to complaint handling processes. Verde OH has historically responded to inquiries within 2 business days.

Exhibit B-3

Verde Energy USA OHIO, LLC's Summary of Experience

Verde OH is currently an authorized Competitive Retail Electric Supplier effective March 29, 2012-License 12-489E (1), and has been actively serving electric customers in Ohio since then. Verde OH is also currently an authorized Competitive Retail Natural Gas Marketer effective December 5, 2013; it began serving customers with Columbia Ohio Gas, Duke Energy Ohio, and Dominion Energy Ohio in the first half of 2017. The Verde Companies have been actively marketing electricity and natural gas in jurisdictions with retail electric and natural gas supplier certification requirements that are similar to Ohio's since 2009 and will support Verde OH in bringing these same services to the state of Ohio. The Verde Companies presently have 40 employees and have contractual relationships with service providers who support its retail electric and natural gas businesses which serve about 200,000 electric and gas accounts in over fifty utilities that span over eight different states. The Verde Companies' service areas can be found in Exhibit B-1: "Jurisdictions of Operation."

Exhibit B-4

Verde Energy USA OHIO, LLC's Disclosure of Liabilities and Investigations

Verde Ohio does not have any existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, or regulatory investigations. Verde Ohio is occasionally party to asserted and unasserted claims arising from the course of operations. Management is of the opinion that the outcome of any such claims will not have a material impact on the Company's financial position, results of operations or cash flows.

Exhibit C-1

Verde Energy USA OHIO, LLC's Annual Reports

Verde Energy Ohio does not publish annual reports; however, its parents Annual Report can be found on the SEC Edgar System:

2016 at <https://www.sec.gov/Archives/edgar/data/1606268/000160626817000012/0001606268-17-000012-index.htm>; and

2015 at <https://www.sec.gov/Archives/edgar/data/1606268/000160626816000225/0001606268-16-000225-index.htm>.

Exhibit C-2

Verde Energy USA OHIO, LLC's SEC Filings

Verde Energy Ohio, does not publish annual reports; however, its parent's most recent 10-K or 8-K can be found on the SEC Edgar System:

8-K: <https://www.sec.gov/Archives/edgar/data/1606268/000160626817000120/0001606268-17-000120-index.htm>

10-K: <https://www.sec.gov/Archives/edgar/data/1606268/000160626817000012/0001606268-17-000012-index.htm>

Exhibit C-3

Verde Energy USA OHIO, LLC's Financial Statements

Please reference **EXHIBIT C-1: “Annual Reports”** and **EXHIBIT C-2: “SEC Filings”** to find comparable reporting data.

Exhibit C-4

Verde Energy USA OHIO, LLC's Financial Arrangements

FILED SEPARATELY AS CONFIDENTIAL INFORMATION – UNDER SEAL.

Exhibit C-5

Verde Energy USA OHIO, LLC's Forecasted Financial Statements

FILED SEPARATELY AS CONFIDENTIAL INFORMATION – UNDER SEAL.

Exhibit C-6

Verde Energy USA OHIO, LLC's Credit Rating

Neither Verde Energy USA Ohio, LLC nor its parent maintain a representative credit rating, N/A.

Exhibit C-7

Verde Energy USA OHIO, LLC's Credit Report

Neither Verde Energy USA Ohio, LLC, nor its parent maintain a representative credit report from Experian, Dun and Bradstreet, or a similar organization.

Exhibit C-8

Verde Energy USA OHIO, LLC's Bankruptcy Information

Neither Verde Energy USA Ohio, LLC, nor its parent, nor any of its affiliates, have filed for reorganization, protection from creditors, or any other form of bankruptcy during the current year or within the two most recent years preceding the date of this application.

Exhibit C-9

Verde Energy USA OHIO, LLC's Merger Information

Verde Energy Ohio, LLC was acquired Spark Holdco, LLC with ultimate ownership residing in Spark Energy, Inc. (“Spark”) effective July 1, 2017. Under the transaction Verde is wholly owned by Spark Holdco, LLC. Spark has 39.47% Managing Membership Interest in Spark HoldCo, LLC.

Pursuant to the transaction, neither Verde nor Spark intend to make any changes in Verde’s services or customer population for the foreseeable future, other than changes made in the ordinary course of business. Verde will continue to be operated consistent with past practice for at least 18 months following July 1, 2017. The transaction will be a non-event for customers: Verde will not be changing rates as a result of the transaction, existing management will continue to operate Verde, the Verde name will continue – this is not an assignment or sale of Verde’s customer contracts – and the current customer experience with Verde will remain the same. While the current officers of Verde have resigned their offices, they will continue to serve actively as part of Verde’s management team, which team will now also include personnel from Spark who are experienced in operating retail electricity suppliers in many states, including in Ohio. Accordingly, Verde’s management team will continue to have the requisite technical, managerial and financial capabilities to operate an electric supplier company.

Exhibit C-10

Verde Energy USA OHIO, LLC's Corporate Structure

FILED SEPARATELY AS CONFIDENTIAL INFORMATION - Please see motion for protective order.

Exhibit D-1

Verde Energy USA OHIO, LLC's Operations

Verde Energy USA Ohio, LLC will market natural gas as a competitive retail natural gas supplier in Ohio. Verde OH's operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail, commercial, and industrial customers.

Exhibit D-2

Verde Energy USA OHIO, LLC's Key Technical Personnel

FILED SEPARATELY AS CONFIDENTIAL INFORMATION - Please see motion for protective order.

Exhibit D-3

Verde Energy USA OHIO, LLC's Key Technical Personnel

FILED SEPARATELY AS CONFIDENTIAL INFORMATION - Please see motion for protective order.