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FILE

November 30, 2017

VIA FEDERAL EXPRESS

Public Utilities Commission of Ohio
180 East Broad Street
Columbus OH 43215-3793
Attn: Docketing Division

17-2450-GA-CRS

Re: Application for Competitive Retail Natural Gas Suppliers - ENGIE Resources LLC ("ENGIE Resources")

In accordance with the Ohio Administrative Code Chapters 4901:1-27 and 4901:1-29 and Section 4929.20 of the Ohio Revised Code, and the Commission rules and regulations, ENGIE Resources hereby submits its Application as a Competitive Retail Natural Gas Supplier (the "Application").

Per instructions, enclosed please find one original and three (3) copies of the Application, together with attached exhibits and notarized affidavit.

Please note that pursuant to Rule 4901:1-27-07 of the Administrative Code, Exhibits C-3. Financial Statements, together with Attachments 1 and 2 thereto, C-4. Financial Arrangements, together with the Guaranty attached thereto, C-5. Forecasted Financial Statements, and C-6. Credit Rating are all being filed "CONFIDENTIALLY" and "FILED UNDER SEAL" as these documents contain confidential and proprietary information.

If you have any questions in connection with this filing, please contact either Naveen Rabie, Attorney for ENGIE Resources, at (713) 636-1607 or via email at Naveen.rabie@engie.com or myself at (713) 636-1083 or via email at marsha.griffin@engie.com.

Regards,

Marsha Griffin
Senior Paralegal
1990 Post Oak Blvd., Suite 1900
Houston, TX 77056
www.engieresources.com

RECEIVED-DOCKETING DIV
2017 DEC -1 AM 11:23
PUCO

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician [Signature] Date Processed 12/1/17



Public Utilities Commission

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

INITIAL 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 be certified as: (check all that apply)

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

A-2 Applicant information:

Legal Name ENGIE Resources LLC
Address 1990 Post Oak Blvd., Suite 1900, Houston, TX 77056
Telephone No. (888) 364-4344 Web site Address www.engieresources.com

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

Name ENGIE Resources
Address 1990 Post Oak Blvd., Suite 1900, Houston, TX 77056
Web site Address www.engieresources.com Telephone No. (888) 364-4344

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

ENGIE Resources LLC
ENGIE Resources

A-5 Contact person for regulatory or emergency matters:

Name Naveen Rabie Title Attorney
Business Address 1990 Post Oak Blvd., Suite 1900, Houston, TX 77056
Telephone No. (713) 636-1607 Fax No. (713) 636-1601 Email Address naveen.rabie@engie.com

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

Name Naveen Rabie Title Attorney
Business address 1990 Post Oak Blvd., Suite 1900, Houston, TX 77056
Telephone No. (713) 636-1607 Fax No. (713) 636-1601 Email Address naveen.rabie@engie.com

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

Customer service address P.O. Box 25237, Lehigh Valley, PA 78002
Toll-Free Telephone No. (888) 232-6206 Fax No. (713) 636-1601 Email Address custserv@engie.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 Mary Beth Corron Title Sales Manager
Business address 1900 Polaris Parkway, Suite 450, Columbus, OH 43240
Telephone No. (614) 785-6428 Fax No. (614) 785-6496 Email Address marybeth.corron@engie.com

A-9 Applicant's federal employer identification number 76-0685946

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 checked="" type="checkbox"/> Residential	Beginning Date of Service	Not @ this time	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	Not @ this time	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	02/01/2018	End Date
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	02/01/2018	End Date

☒ **Dominion East Ohio**

<input checked="" type="checkbox"/> Residential	Beginning Date of Service	Not @ this time	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	Not @ this time	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	03/01/2018	End Date
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	03/01/2018	End Date

☒ **Duke Energy Ohio**

<input checked="" type="checkbox"/> Residential	Beginning Date of Service	Not @ this time	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	Not @ this time	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	04/01/2018	End Date
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	04/01/2018	End Date

☒ **Vectren Energy Delivery of Ohio**

<input checked="" type="checkbox"/> Residential	Beginning Date of Service	Not @ this time	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	05/01/2018	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	05/01/2018	End Date
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	05/01/2018	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	02/01/2018
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	03/01/2018
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	04/01/2018
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	05/01/2018

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,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.
- A-17 Exhibit A-17 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

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

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

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

☒ No ☐ Yes

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

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

☒ No ☐ Yes

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

SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
(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, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant. 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 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. 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

Ray Cunningham

Vice President & AGC

Sworn and subscribed before me this 30th

day of November

Month 2017

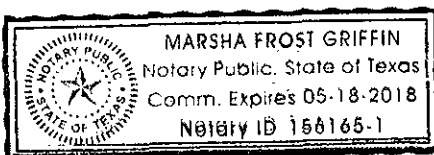
Year

Marsha Frost Griffin

Marsha Frost Griffin, Senior Paralegal

Signature of official administering oath

Print Name and Title



My commission expires on 05/18/2018



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service Affidavit Form (Version 1.07)

In the Matter of the Application of)

ENGIE Resources LLC)

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

Case No. - -GA-CRS

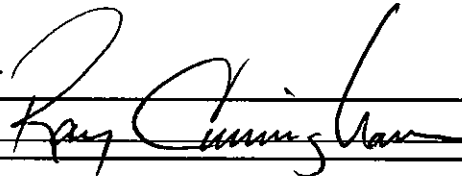
County of

State of

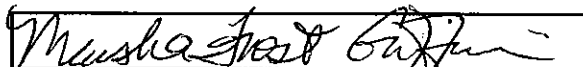
[Affiant], being duly sworn/affirmed, hereby states that:

- (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

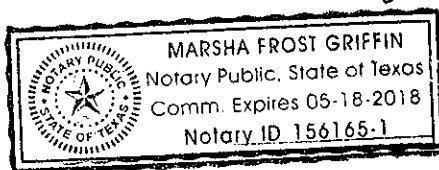
 Vice President & Assistant General Counsel

Sworn and subscribed before me this day of Month Year



Signature of Official Administering Oath

Print Name and Title



My commission expires on

(CRNGS Supplier -Version 1.08) Page 8 of 8

ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

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.

Sayun Sukduang

President & CEO

1990 Post Oak Blvd, Suite 1900

Houston, TX 77056

T: 713-636-0000

F: 713-636-1601

Email: sayun.sukduang@engie.com

John Henderson

Senior Vice President

1990 Post Oak Blvd, Suite 1900

Houston, TX 77056

T: 713-636-1146

F: 713-636-1601

Email: john.henderson@engie.com

Suthiwong Kongsiri

Vice President, CFO & Treasurer

1990 Post Oak Blvd, Suite 1900

Houston, TX 77056

T: 713-636-1512

F: 713-636-1601

Email: suthiwong.kongsiri@engie.com

Ray Cunningham

Vice President & Assistant General Counsel

1990 Post Oak Blvd, Suite 1900

Houston, TX 77056

T: 713-636-1980

F: 713-636-1601

Email: ray.cunningham@engie.com

David Grigsby

Vice President & Assistant Treasurer
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-1571
F: 713-636-1601
Email: david.grigsby@engie.com

Rachel W. Kilpatrick

Vice President & Assistant Secretary
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-0000
F: 713-636-1601
Email: Rachel.kilpatrick@engie.com

Graham Leith

Vice President, Sales
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T: 713-636-1707
F: 713-636-1601
Email: Graham.leith@engie.com

J.D. Burrows

Vice President, Marketing
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Houston, TX 77056
T: 713-636-1390
F: 713-636-1601
Email: jdburrows@engie.com

Vikram Kulkarni

Vice President, Solar
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-1272
F: 713-636-1601
Email: vikram.kulkarni@engie.com

William "Bill" Jordan

Vice President, Supply
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-1622
F: 713-636-1601
Email: bill.jordan@engie.com

Douglas Stein

Vice President, Business Control

1990 Post Oak Blvd, Suite 1900

Houston, TX 77056

T: 713-636-1025

F: 713-636-1601

Email: douglas.stein@engie.com

Greg Leflar

Vice President, Operations

1990 Post Oak Blvd, Suite 1900

Houston, TX 77056

T: 713-636-1006

F: 713-636-1601

Email: greg.leflar@engie.com

ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

Exhibit A-15 – “Company History”

Provide a concise description of the applicant’s company history and principal business interests.

ENGIE Resources currently provides risk-managed electric energy supply to commercial and industrial customers as a licensed retail electric supplier in Ohio, licensed pursuant to Certificate No. 04-118, granted on July 25, 2004.

ENGIE Resources has been in business since 2001. ENGIE Resources is a licensed competitive retail electric supplier that serves approximately 5,000 businesses and 80,000 accounts in the United States in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Texas.

Applicant wishes to serve all customers in the natural gas industry in Ohio beginning with large commercial and industrial customers. ENGIE Resources does not plan on providing service to residential and small commercial customers, at this time; however, ENGIE Resources wants to have the eligibility to provide service to these customers when ENGIE Resources decides to market to these customer classes.

ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

Exhibit A-16 – “Articles of Incorporation and Bylaws”

If applicable, provide the articles of incorporation filed with the state of jurisdiction in which the applicant is incorporated and any amendments thereto.

See attached.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ENGIE RESOURCES INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ENGIE RESOURCES INC." TO "ENGIE RESOURCES LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2016, AT 5:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF JUNE, A.D. 2016.



Jeffrey W. Bullock, Secretary of State

3402518 8100V
SR# 20164689691

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202581025
Date: 06-29-16

**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY**

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:31 PM 06/28/2016
FILED 05:31 PM 06/28/2016
SR 20164689691 - FileNumber 3402518

OF

ENGIE RESOURCES INC.

PURSUANT TO SECTION 18-214 OF THE DELAWARE LIMITED LIABILITY COMPANY ACT

This Certificate of Conversion to Limited Liability Company ("Certificate of Conversion") of ENGIE Resources Inc., a Delaware corporation (the "Corporation"), to ENGIE Resources LLC, a Delaware limited liability company (the "LLC"), has been duly executed and is being filed by the Corporation to convert the Corporation to the LLC pursuant to and in accordance with the Delaware Limited Liability Company Act, as amended from time to time, and the General Corporation Law of the State of Delaware.

1. The Corporation filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on June 12, 2001 under the name Tracetbel Energy Services, Inc. in the State of Delaware, and continued to be incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
2. The Corporation's name immediately prior to the filing of this Certificate of Conversion was ENGIE Resources Inc. The Corporation was a corporation immediately prior to the filing of this Certificate of Conversion.
3. The name of the limited liability company to which the Corporation shall be converted as set forth in its Certificate of Formation is "ENGIE Resources LLC".
4. The conversion of the Corporation to the LLC shall be effective upon June 30, 2016.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the 28th day of June 2016.

ENGIE Resources Inc.



By: Rachel W. Kilpatrick
Name: Rachel W. Kilpatrick
Title: Vice President

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ENGIE RESOURCES LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2016, AT 5:31 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF JUNE, A.D. 2016.



3402518 8100V
SR# 20164689691

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202581025
Date: 06-29-16

CERTIFICATE OF FORMATION

OF

ENGIE RESOURCES LLC

FIRST. The name of the limited liability company (the "Company") is:

"ENGIE Resources LLC"

SECOND. The address of the Company's registered office in the state of Delaware is 1675 S. State St., Suite B, Dover, Kent County, Delaware 19901. The name of the Company's registered agent at such address is Capitol Services, Inc.

[signature page follows]

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:31 PM 06/28/2016
FILED 05:31 PM 06/28/2016
SR 20164689691 - File Number 3402518

WEIL195758521\247124.0023

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation
this 28th day of June 2016.

The Certificate of Formation shall be effective on June 30, 2016.



By: Rachel W. Kilpatrick
Name: Rachel W. Kilpatrick
Title: Authorized Person

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENGIE RESOURCES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JULY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENGIE RESOURCES LLC" WAS FORMED ON THE TWELFTH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2016 JUL -6 PM 2:55



3402518 8300

SR# 20164787170

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 202610024

Date: 07-06-16

201620300462

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/21/2016	201620300462	CONVERSION WITHIN SOS RECORDS (CVS)	99.00	100.00	.00	.00	.00

Receipt

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

UNISEARCH INC.
3958-D BROWN PARK DR
HILLIARD, OH 43026

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

1432088

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

ENGIE RESOURCES LLC

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

Document(s):
CONVERSION WITHIN SOS RECORDS

Document No(s):
201620300462

Effective Date: 07/20/2016

CHANGE BUSINESS TYPE FOR. PROFIT LIM. LIAB. CO.



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 July, A.D. 2016.

Jon Husted

Ohio Secretary of State



Form 700 Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3010

www.OhioSecretaryofState.gov
bussserv@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 1329
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State

Filing Fee: \$99
Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

(1) ☒ Converting Within The Records of the Ohio
Secretary of State

(2) ☐ Converting Off The Records of the Ohio
Secretary of State

(187-VXX)

Name of the converting entity **ENGIE Resources Inc.**

Jurisdiction of Formation **Delaware**

Charter/Registration Number **1432088**

The converting entity is a:
(Check Only (1) One Box)

- ☐ Domestic Corporation (For-Profit or Nonprofit)
- ☒ Foreign Corporation (For-Profit or Nonprofit)
- ☐ Domestic Nonprofit Limited Liability Company
- ☐ Foreign Nonprofit Limited Liability Company
- ☐ Domestic For-Profit Limited Liability Company
- ☐ Foreign For-Profit Limited Liability Company

- ☐ Partnership
- ☐ Domestic Limited Partnership
- ☐ Foreign Limited Partnership
- ☐ Domestic Limited Liability Partnership
- ☐ Foreign Limited Liability Partnership

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists
and that those laws permit the conversion.

RECEIVED
SECRETARY OF STATE
2016 JUL 20 PM 3:39
CLIENT SERVICE CENTER

Name of the converted entity **ENGIE Resources LLC**

Jurisdiction of Formation **Delaware**

The converted entity is a:
(Check Only (1) One Box)

- | | |
|----------------------------------------------------------------------------------|-----------------------------------------------------------------|
| <input type="checkbox"/> Domestic Corporation (For-Profit) | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Foreign Corporation (For-Profit or Nonprofit) | <input type="checkbox"/> Domestic Limited Partnership |
| <input type="checkbox"/> Domestic Nonprofit Limited Liability Company | <input type="checkbox"/> Foreign Limited Partnership |
| <input type="checkbox"/> Foreign Nonprofit Limited Liability Company | <input type="checkbox"/> Domestic Limited Liability Partnership |
| <input type="checkbox"/> Domestic For-Profit Limited Liability Company | <input type="checkbox"/> Foreign Limited Liability Partnership |
| <input checked="" type="checkbox"/> Foreign For-Profit Limited Liability Company | |

Effective Date
(Optional)

(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

ENGIE c/o Legal Department

Name

1990 Post Oak Boulevard, Suite 1900

Mailing Address

Houston

City

TX

State

77056

Zip Code

Required information that must accompany conversion certificate if box 2 is checked

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

State

Zip Code

See instructions for additional filing requirements if

- (1) the conversion creates a new domestic entity,
- (2) the converted entity is a foreign entity that desires to transact business in Ohio; or
- (3) If a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Required

Must be signed by an authorized representative.

Rachel W Kilpatrick
Signature

By (if applicable)

Rachel W. Kilpatrick, Authorized Representative
Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

TRC

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

ENGIE Resources Inc.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	Date Notified	Agency	Date Notified
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215	NA	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319 Overnight: P.O. Box 182413 Columbus, OH 43218-2413	7-13-2016 Regular: P.O. Box 182413 Columbus, OH 43218-2413
*Only required for domestic for-profit corporations			
Ohio Department of Taxation Taxpayer Services Division/Tax Release Unit PO Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us	7-13-2016	<input type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	
Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. [see note below]			

*Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature

Rachel W. Kilpatrick

Title

Authorized Representative

Name

Rachel W. Kilpatrick

1990 Post Oak Boulevard, Suite 1900

Mailing Address

Houston

City

TX

State

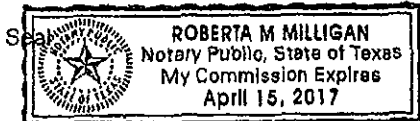
77056

Zip Code

Sworn to and subscribed in my presence on

07/15/2016

Date



Roberta M. Milligan
Notary Public

Commission Expires

4-15-17
Date

AFFIDAVIT OF PERSONAL PROPERTY

State of Texas

County of Harris

Rachel W. Kilpatrick
Name of Officer

Vice President
Title of Officer

of ENGIE Resources Inc.
Name of Corporation

and that this affidavit is made in compliance with Section 1703.17(C)(4) of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- ☐ Has no personal property in any county in Ohio
☐ Is the type required to pay personal property taxes to state authorities only
☒ Has personal property in the following county (ies)

Franklin

Cuyahoga

Signature: Rachel W. Kilpatrick

Title: Vice President

Sworn to and subscribed in my presence on Date 7/15/16

Seal



[Signature]
Notary Public

Expiration date of Notary Public's Commission

Date

July 18, 2016



Form 533B Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) 808-FILE (877-787-3453)
Central Ohio: (614) 466-3810

www.OhioSecretaryofState.gov
bussonv@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 \$100.00)
P.O. Box 1390
Columbus, OH 43216

Registration of a Foreign Limited Liability Company

Filing Fee: \$99
Form Must Be Typed

CHECK ONLY ONE (1) BOX

(1) ☒ Registration of a Foreign For-Profit Limited
Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation Delaware

Date of Formation June 12, 2001

(2) ☐ Registration of a Foreign Nonprofit
Limited Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation

Date of Formation

Name of Limited Liability Company in its jurisdiction of formation

ENGIE Resources LLC

Name under which the foreign limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation) is:

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

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:

ENGIE c/o Legal Department

Name

1990 Post Oak Boulevard, Suite 1900

Mailing Address

Houston

City

TX

State

77056

ZIP Code

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is

Capitol Corporate Services, Inc.

Name

4568 Mayfield Rd Ste 204

Mailing Address

Cleveland

City

Ohio

State

44121

ZIP Code

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- a. an agent is not appointed, or
- b. an agent is appointed but the authority of that agent has been revoked, or
- c. the agent cannot be found or served after the exercise of reasonable diligence.

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

Must be signed by an 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.

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.

Rachel W Kilpatrick
Signature

TMC

By (if applicable)

Rachel W. Kilpatrick, Authorized Representative

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name



Form 533B Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-761-3453)
Central Ohio: (614) 466-3810

www.OhioSecretaryofState.gov
johusted@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

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P.O. Box 670
Columbus, OH 43216

Expedite Filing (two business day processing time.
Requires an additional \$100.00)
P.O. Box 1390
Columbus, OH 43216

Registration of a Foreign Limited Liability Company

Filing Fee: \$99

Form Must Be Typed

CHECK ONLY ONE (1) BOX

- (1) ☒ Registration of a Foreign For-Profit Limited Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation

Date of Formation

- (2) ☐ Registration of a Foreign Nonprofit Limited Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation

Date of Formation

Name of Limited Liability Company in its jurisdiction of formation

Name under which the foreign limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation) is:

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

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:

Name

Mailing Address

City

State

ZIP Code

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is

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4568 Mayfield Rd Ste 204

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44121

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- a. an agent is not appointed, or
- b. an agent is appointed but the authority of that agent has been revoked, or
- c. the agent cannot be found or served after the exercise of reasonable diligence.

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

Must be signed by an 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.

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.

Rachel W Kilpatrick
Signature

THC

By (if applicable)

Rachel W. Kilpatrick, Authorized Representative

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name



JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910

www.OhioSecretaryofState.gov | busserv@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Please return the approval certificate to:

Name:

Capitol Services, Inc.

(Individual or Business Name)

To the attention of:

Corporate Filings Team

(If necessary)

Address:

206 E 9th St, Ste 1300

City:

Austin

State:

TX

ZIP Code: 78701

Phone Number:

800-345-4647

E-mail Address:

regagent@capitol-services.com

- ☐ Check here if you would like to receive important notices via e-mail from the Ohio Secretary of State's office regarding Business Services.
- ☐ Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via e-mail when any document is filed on your business record.

Please make checks or money orders payable to: "Ohio Secretary of State"

Type of Service Being Requested: (PLEASE CHECK **ONE** BOX BELOW)

☐ **Regular Service:** Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.

☐ **Expedite Service 1:** By including an Expedite fee of \$100.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.

☐ **Expedite Service 2:** By including an Expedite fee of \$200.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. This service is only available to walk-in customers who hand deliver the document to the Client Service Center.

☐ **Expedite Service 3:** By including an Expedite fee of \$300.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. This service is only available to walk-in customers who hand deliver the document to the Client Service Center.

☐ **Preclearance Filing:** For the purpose of advising as to the acceptability of the proposed filing, a form that is to be submitted at a later date for processing may be submitted for examination for a fee of \$50.00. The Preclearance will be complete within 1-2 business days.

ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

Exhibit A-17 – “Secretary of State”

Provide evidence that the applicant is still currently registered with the Ohio Secretary of State.

*See attached OH Secretary of State Certificate of Good Standing. Applicant’s Certificates of Formation and Amendments can be found under **Exhibit A-16** attached hereto.*

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 ENGIE RESOURCES LLC, a Delaware For Profit Limited Liability Company, Registration Number 1432088, filed on January 9, 2004, 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 28th day of November, A.D.
2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201733201842

ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

Exhibit B-1 – “Jurisdictions of Operations”

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.

ENGIE Resources LLC – Electric Supplier Licenses

STATE OF LICENSE	LICENSE NO.	LICENSE ISSUE DATE
Connecticut	Docket #04-06-11	09/29/2004
Delaware	Docket #04-325	11/23/2004
District of Columbia	Order # 13472	01/05/2005
Illinois	ICC Cert. No. 17-0163	05/03/2017
Maine	Docket #2003-120	03/14/2003
Maryland	License #IR-605	03/21/2004
Massachusetts	License # CS-037	05/15/2002
New Hampshire	Docket #DM 15-468	12/11/2015
New Jersey	License # ESL-0061	08/06/2003
New York	ESCO Code: SUEZ	09/13/2004
Ohio	Certificate #04-118	08/10/2004
Pennsylvania	License No. A-110156	07/18/2002
	Name Change Approved:	02/22/2017
Rhode Island	Docket #D-96-6(P2)	10/25/2004
Texas	License # 10053	08/05/2003

ENGIE Retail, LLC d/b/a Think Energy – Electric Supplier Licenses

STATE OF LICENSE	LICENSE NO.	LICENSE ISSUE DATE
Connecticut	Docket #11-10-14	02/09/2012
Delaware	Docket #11-482	04/17/2012
District of Columbia	Order # 16630	12/02/2011
Illinois	ICC Cert. No. 11-0531	09/21/2011
Maine	Docket #2011-425	11/22/2011
Maryland	License #IR-2404	08/17/2011
Massachusetts	License # CS-087	08/10/2011
New Hampshire	Docket #DM 15-490	12/28/2015
New Jersey	License # ESL-0120	03/12/2012
New York	ESCO Code: THNK	09/16/2011
Ohio	Certificate #11-407E(1)	11/17/2011
Pennsylvania	License No. A-2011-2268361	12/16/2011
Rhode Island	Docket #D-96-6(R7)	09/11/2015
Texas	License #10204	08/26/2011



ENGIE Retail, LLC d/b/a Think Energy – Natural Gas Supplier Licenses

STATE OF LICENSE	LICENSE NO.	LICENSE ISSUE DATE
Illinois	Certificate No. 16-0391	09/22/2016
Maryland	License #IR-3794	02/08/2017
New Jersey	License #GSL-0169	03/24/2017
New York	ESCO Code: THNK	02/01/2017
Ohio	Certificate #15-479G(1)	11/22/2015
Pennsylvania	License No. A-2016-2534026	04/18/2016



ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

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.

ENGIE Resources is a licensed competitive retail electric supplier that is currently serving over approximately 22,000 customers and 100,000 accounts in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Texas for customers having a peak demand ranging from 50kW to more than 200MW.

ENGIE Resources offers a variety of products to customers including fixed-price products and index-based products.

ENGIE Resources’ marketing initiative in the Ohio natural gas market will consist of a multi-channel strategy to reach customers through: (i) online direct enrollment; and (ii) non-dedicated sales channels such as consultants, aggregators, and brokers that function as a customer representative and solicit products and services from ENGIE Resources, as well as other supplies, on the customer’s behalf.

ENGIE Resources utilizes Hansen Solutions Inc. (“Hansen”) as its outsourced billing, call center, and customer care group to provide customized billing services such as statement generation, and mailing and payment processing; customer care services including call center, inbound and outbound call management, call center consulting, error handling and resolutions, online customer service, contract management, customer enrollments, accounts services and customer management. ENGIE Resources also maintains an internal staff as follows: (i) operations and customer care staff to manage the day-to-day management of the Houston account (outsourced billing and customer care provider) and direct contact, as needed, with customers for customer care and billing matters; (ii) supply group to manage pricing analytics and portfolio management; (iii) a marketing team to manage all marketing functions, including strategic pricing, market planning, go-to-market strategies, new customer acquisition, and campaign management and analysis; (iv) an IT (information technology) team to manage the internal systems, databases, technical support, customer-facing applications, back-office applications, and system integration; and (v) a business control team to manage all financial control matters including, billing, revenue, accounting, and settlements. ENGIE Resources also offers e-services and after-hour services for 24/7 availability to customers.

ENGIE Resources also utilizes Energy Services Group (“ESG”) for support of EDI, XML and other data translation, transmission, auditing, archiving, business rule validation, exception identification and resolution, transaction management services, market portal, and data exchange.

In addition, ENGIE Resources has contracted with GP Energy Management, LLC (“GPEM”) of New York, a consultancy with over 30 years of energy industry experience, to manage wholesale business processes.

GPEM is tasked with nomination and scheduling of retail natural gas for delivery, as well as managing all settlement data and hedging activities.

Contracting: *In accordance with Section 4929.22 of the Revised Code, ENGIE Resources provides consumers with adequate, accurate, and understandable pricing and terms and conditions of service, including any switching fees, and with a document containing the terms and conditions of pricing and service before the consumer enters into the contract for service; and disclose the conditions under which a customer may rescind a contract without penalty.*

Billing: *ENGIE Resources' customer bills, at a minimum, include (1) price disclosure and disclosures of total billing units for the billing period and historical annual usage; (2) to the maximum extent practicable, separate listing of each service component to enable a customer to re-calculate its bill for accuracy; (3) identification of the supplier of each service; (4) statement of where and how payment may be made and provision of a toll-free or local customer assistance and complaint number for the electric utility, electric services company, electric cooperative, or governmental aggregator, as well as a consumer assistance telephone number or numbers for state agencies, such as the Commission, the Office of the Consumer's Counsel, the Attorney General's office, with the available hours noted; and (5) other than for the first billing after the starting date of competitive retail electric service, highlighting and clear explanation of each customer bill, for two (2) consecutive billing periods, of any changes in the rates, terms and conditions of service.*



ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

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.).

ENGIE Resources has been in business since 2001 and has extensive experience contracting with retail energy providers. ENGIE Resources markets to and sells electric energy supply in the competitive retail market to large industrial and commercial customers in the State of Ohio, in the following utility territories: Duke Energy, First Energy, Ohio Edison, Toledo Edison, Dayton Power & Light, AEP Ohio Power, AEP Columbus Southern, and Cleveland Electric Illuminating.

ENGIE Resources is a licensed competitive retail electric supplier that currently provides risk-managed electric energy supply to over approximately 22,000 customers and 100,000 accounts to commercial and industrial customers in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Texas for customers having a peak demand ranging from 50kW to more than 200MW.

The products offered by ENGIE Resources to a particular customer will reflect the unique circumstances presented by that customer, and are intended to provide the customer certainty, reliability, and solution flexibility. Our variety of products are tailored to the customer’s risk tolerance and cost control requirements. ENGIE Resources’ operations will include the scheduling of natural gas for transmission and delivery and the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of natural gas to all customers.

ENGIE Resources’ marketing initiative in the Ohio natural gas market will be a multi-channel strategy to reach customers through: (i) dedicated internal sales staff; and (ii) non-dedicated sales channels such as consultants, aggregators, and brokers that function as a customer representative and solicit products and services from ENGIE Resources, as well as other supplies, on the customer’s behalf.

ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

Exhibit B-4 – “Disclosure of Liabilities and Investigations”

Provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the applicant’s financial or operational status or ability to provide the services it is seeking to be certified to provide.

Applicant does not currently have any liabilities or investigations to disclose which could adversely impact its financial or operational ability to serve as a natural gas supplier in the State of Ohio.

ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

Exhibit C-1 – “Annual Reports”

Provide the two (2) 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.)

Not Applicable. ENGIE Resources is a wholly-owned subsidiary of ENGIE Holdings Inc., who is a wholly-owned subsidiary of ENGIE S.A. The two most recent Annual Reports to shareholders can be found at <https://www.engie.com/wp-content/uploads/2016/03/engie-2015-management-report.pdf> and <http://www.engie.com/en/group/publications/>.

ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

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.

Neither ENGIE Resources nor its parent company is required to file reports with the SEC because ENGIE Holdings Inc. is a privately-held corporation.

ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

Exhibit C-3 – “Financial Statements”

Provide copies of the applicant’s two (2) 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.

THIS EXHIBIT CONTAINS CONFIDENTIAL AND PROPRIETARY INFORMATION AND IS BEING SUBMITTED UNDER SEAL.

ENGIE Resources is a wholly-owned subsidiary of ENGIE Holdings Inc., which is a wholly-owned subsidiary of ENGIE S.A. (“ESA”). ESA’s two (2) most recent years of consolidated financial statements are attached hereto as Attachments 1 and 2.

ENGIE RESOURCES LLC
Initial Certification Application for Competitive Retail Natural Gas Supplier

Exhibit C-7 – “Credit Report”

Provide a copy of the applicant’s credit report from Experian, Dun & Bradstreet or a similar organization.

A copy of ENGIE Resources’ Experian report is attached hereto.

Premier Profile - ENGIE RESOURCES LLC

Subcode: 515201
 Transaction Number: C107104166
 Search Inquiry: ENGIE RESOURCES LLC/1675 S STATE ST STE B/DOVER/DE/19901/US/Phone N/A
 /416093373
 Model Description: Intelliscore Plus V2

Ordered: 11/22/2017 14:44:58 CST



Business Name ENGIE RESOURCES LLC	 Business Identification Number 416093373
Primary Address: 1675 S STATE ST STE B DOVER, DE 19901-5140	

TOP

Risk Scores and Credit Limit Recommendation		Days Beyond Terms	Deceptive Legal	Fraud Alerts
Intelliscore Plus 28 MEDIUM RISK Score range: 1 - 100 percentile Credit Limit Recommendation: \$1,000	Financial Stability Risk MEDIUM TO HIGH RISK	Company DBT DBT Unavailable	Original Filings 0	High Risk Alerts 0

TOP

Business Facts	
Years on File:	1 (FILE ESTABLISHED 08/2016)
State of Incorporation:	CT
Date of Incorporation:	07/12/2016
Business Type:	Profit

TOP

Commercial Fraud Shield		
Evaluation for: ENGIE RESOURCES LLC, 1675 S STATE ST STE B, DOVER, DE 19901-5140		
Business Alerts	Verification Legend	
Active Business Indicator:		Experian shows this business as active
Possible OFAC Match:		No OFAC match found
Business Victim Statement:		No victim statement on file
The primary Business Name, Address, and Phone Number on Experian File were reviewed for High Risk indicators, no High Risk indicators were found.		

TOP

Credit Risk Score and Credit Limit Recommendation	
Credit Risk Score: Intelliscore Plus	
Current Intelliscore Plus Score: 28 	Risk Class: 3 The risk class groups scores by risk into ranges of similar performance. Range 5 is the highest risk, range 1 is the lowest risk.
This score predicts the likelihood of serious credit delinquencies for this business within the next 12 months. Payment history and public record along with other variables are used to predict future risk. Higher scores indicate lower risk.	

Factors lowering the score

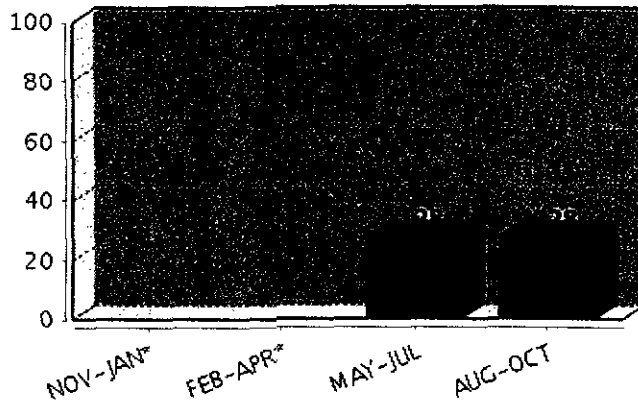
- RISK ASSOCIATED WITH THE COMPANY'S INDUSTRY
- COMPANY'S BUSINESS TYPE

Industry Risk Comparison

27% of businesses indicate a higher likelihood of severe delinquency.

Intelliscore Plus Quarterly Score Trends

Quarterly Score Trends

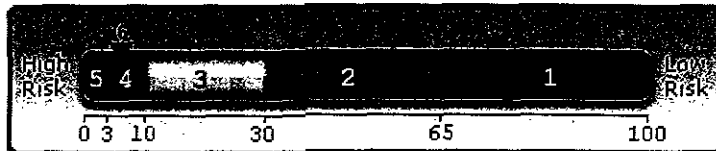


The Intelliscore Plus Quarterly Score Trends provide a view of the likelihood of delinquency over the past 12 months for this business. The trends will indicate if the score improved, remained stable, fluctuated or declined over the last 12 months.

* No score average available for this quarter

Credit Risk Score: Financial Stability Risk

Current Financial Stability Risk Score: 6



Risk Class: 4

MEDIUM - HIGH RISK

The risk class groups scores by risk into ranges of similar performance. Range 5 is the highest risk, range 1 is the lowest risk.

This score predicts the likelihood of financial stability risk within the next 12 months. The score uses tradeline and collections information, public filings as well as other variables to predict future risk. Higher scores indicate lower risk.

Factors lowering the score

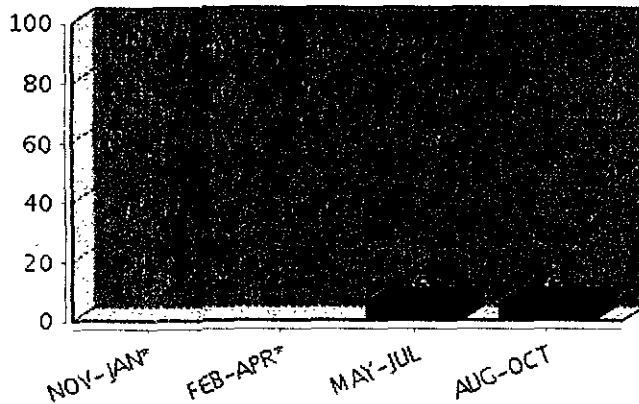
- LACK OF ACTIVE TRADES
- RISK ASSOCIATED WITH THE BUSINESS TYPE
- EMPLOYEE SIZE OF BUSINESS
- RISK ASSOCIATED WITH THE COMPANY'S INDUSTRY SECTOR

Industry Risk Comparison

5% of businesses indicate a higher likelihood of financial stability risk.

Financial Stability Risk Quarterly Score Trends

Quarterly Score Trends



* No score average available for this quarter

The Financial Stability Risk Quarterly Score Trends provide a view of the likelihood of financial stability risk over the past 12 months for this business. The trends will indicate if the score improved, remained stable, fluctuated or declined over the last 12 months.

Credit Limit Recommendation

Credit Limit Recommendation

\$1,000

This recommendation compares this business against similar businesses in the Experian business credit database. It is based on trade information, industry, age of business and the Intelliscore Plus. The recommendation is a guide. The final decision must be made based on your company's business policies.

TOP

Payment and Legal Filings Summary

Payment Performance		Trade and Collection Balance		Legal Filings	
Current DBT:	Not Available	Total trade and collection (0):	\$0	Bankruptcy:	No
Predicted DBT:	N/A	All trades (0):	\$0	Tax Lien filings:	0
Monthly Average DBT:	0	All collections (0):	\$0	Judgment filings:	0
Highest DBT Previous 6 Months:	0	Continuous trade (0):	\$0	Sum of legal filings:	\$0
Highest DBT Previous 5 Quarters:	0	6 month average:	N/A	UCC filings:	0
Payment Trend Indication:		Highest credit amount extended:	N/A	Cautionary UCC filings:	No
Payment trend indicator not available		Most frequent industry purchasing terms:			
		Industry purchasing terms not available			

Industry Comparison

Industry DBT Range Comparison

The current DBT of this business is Not Available.

DBT for this business: Not Available



TOP

Additional Business Facts

Corporate Registration

THE FOLLOWING INFORMATION WAS PROVIDED BY THE STATE OF CONNECTICUT. THE DATA IS CURRENT AS OF 11/22/2017.

State of Origin: CT
 Date of Incorporation: 07/12/2016
 Current Status: Active - IN GOOD STANDING
 Business Type: Profit
 Charter Number: 1210917

Agent: CAPITOL CORPORATE SERVICES, INC.
Agent Address: 330 ROBERTS STREET EAST HARTFORD, CT

TOP 

Inquiries

Summary of Inquiries

Business Category	NOV17	OCT17	SEP17	AUG17	JUL17	JUN17	MAY17	APR17	MAR17
BANK						1			
Totals						1			

TOP 

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End of report

1 of 1 report

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ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

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 (2) most recent years preceding the application.

None.

ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

Exhibit C-9 – “Merger Information”

Provide a statement describing any dissolution or merger or acquisition of the applicant within the two (2) most recent years preceding the application.

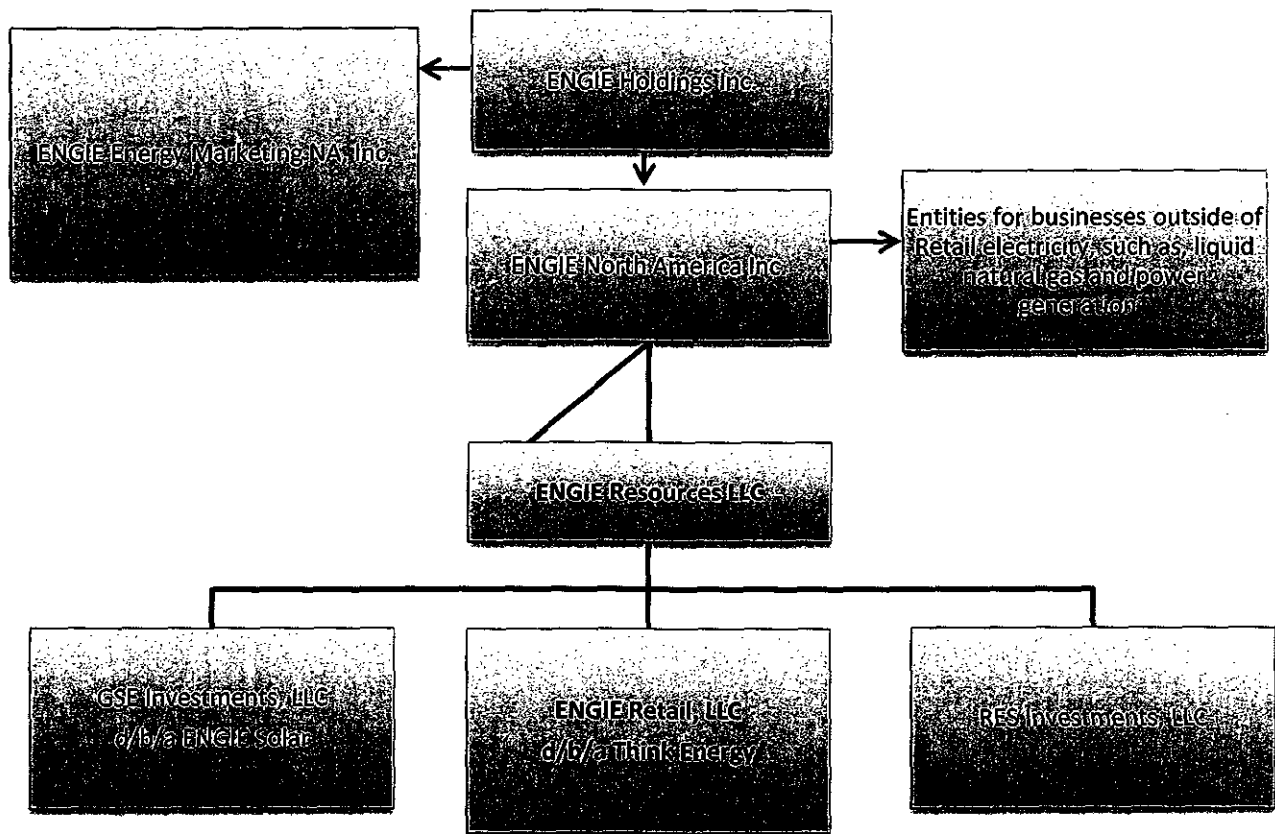
None.

ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

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.



*This represents our general North America structure. Only ENGIE Resources LLC and ENGIE Retail, LLC d/b/a Think Energy are retail electricity suppliers.

ENGIE Resources LLC

ENGIE Retail, LLC d/b/a Think Energy

ENGIE Energy Marketing NA, Inc.

Supplies Commercial & Industrial Retail Electricity

Supplies Residential & Small Commercial Retail Electricity & Natural Gas

Supplies Wholesale Electricity

ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

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 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.

AND

Exhibit D-2 – “Operations Expertise”

Given the operational nature of the applicant’s business, provide evidence of the applicant’s expertise and technical expertise in performing such operations.

ENGIE Resources’ operations include the retail power supply and other retail ancillary services used to arrange for the purchase and delivery of retail electricity to retail commercial and industrial customers and small retail customers. ENGIE Resources does not generate power and does not own any generation facilities. ENGIE Resources, in conjunction with its agents and consultants, will perform all functions of a competitive natural gas supplier, including the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of ancillary services as well as other services used to supply natural gas to the natural gas company city gate for retail customers.

ENGIE Resources is a licensed, active electric supplier in the retail marketplace in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, and Texas, and serves over 5,000 businesses and 80,000 accounts in the United States. ENGIE Resources has access to shared services, support and oversight for day-to-day technical, managerial and operational activities, including risk management; legal counsel services, contract administration services; accounting and finance services; general management services; transaction related services, power supply procurement and portfolio management services; hedging of load requirements and supply resources; logistics management and coordination activities; compliance with ISO and state regulatory directives; wholesale counterparty credit administration; and the maintenance of all systems necessary to coordinate with the ISO and/or local utility.

ENGIE Resources has decades of experience in the energy industry. ENGIE Resources believes that its continued proven record of compliant performance substantially demonstrates that ENGIE Resources maintains the managerial resources and abilities to match the services it provides to its customers, and that ENGIE Resources continues to have the ability and commitment to comply with all NGS standard and procedures, and the rules and regulations of ISP, the local utilities, and the Ohio Revised Code.

ENGIE Resources has contracted with Hansen Solutions, Inc. (“Hansen”) as its outsourced billing, call center, and customer care group to provide customized billing services such as statement generation and mailing and payment processing; customer care services including call center, inbound and outbound call

management, call center consulting, error handling and resolutions, online customer service, contract management, customer enrollments, accounts services, and customer management. ENGIE Resources continues to maintain an internal staff as follows: (i) operations and customer care staff to manage the day-to-day management of the Houston account (outsourced billing and customer care provider) and direct contact, as needed, with customers for customer care and billing matters; (ii) supply group to manage pricing analytics and portfolio management; (iii) a marketing team to manage all marketing functions including strategic pricing, market planning, go-to-market strategies, new customer acquisition, and campaign management and analysis; (iv) an IT (information technology) team to manage the internal systems, databases, technical support, customer-facing applicants, back-office applicants, and system integration; (v) a business control team to manage all financial control matters including, billing, revenue, accounting, and settlements; and (vi) an exclusive sales channel to manage all direct and indirect sales channels and third-party relationships. ENGIE Resources continues to offer e-services and after-hour services for 24/7 availability to customers. ENGIE Resources has also contracted with Energy Services Group ("ESG") for support of EDI, XML and other data translation, transmission, auditing, archiving, business rule validation, exception identification and resolution, transaction management services, market portal, and data exchange.



ENGIE RESOURCES LLC

Initial Certification Application for Competitive Retail Natural Gas Supplier

Exhibit D-3 – “Key Technical Personnel”

Provide the names, titles, e-mail addresses, telephone numbers and the background of key personnel involved in the operational aspects of the applicant’s current business.

The officers and directors of ENGIE Resources LLC are:

Sayun Sukduang

President & CEO

1990 Post Oak Blvd, Suite 1900

Houston, TX 77056

T: 713-636-0000

F: 713-636-1601

Email: sayun.sukduang@na.engie.com

Mr. Sukduang is the President and CEO of ENGIE Resources LLC (“ENGIE”), one of the nation’s leading energy providers serving residential, commercial and industrial customers and a subsidiary of ENGIE North America, Inc. (“ENA”), active in the development, acquisition, and operation of electricity and cogeneration facilities, the marketing and sales of products and services, and the import and distribution of natural gas and LNG. Mr. Sukduang joined ENA in 2000 and has held executive level positions in Mergers and Acquisitions, Energy Infrastructure Development, Commodity Trading, Operations and Engineering. Mr. Sukduang has 20 years of experience in the energy industry and currently serves as a board member of C2C Power, one of Canada’s largest renewable energy companies, and TagSur Pipelines, a mid-stream pipeline company in Mexico. Mr. Sukduang holds a bachelor of science in Mechanical Engineering and a Masters of Business Administration.

John Henderson

Senior Vice President

1990 Post Oak Blvd, Suite 1900

Houston, TX 77056

T: 713-636-1146

F: 713-636-1601

Email: john.henderson@na.engie.com

Mr. Henderson joined ENGIE in October 2012 to focus on strategies for extending the company’s commercial and industrial capabilities to the B2C market. Previously, Mr. Henderson served as Vice President, Central Portfolio Management focusing on compliance with the new Dodd-Frank financial reform regulations and hedging strategy and optimization of ENA electricity, LNG and retail portfolio. Mr. Henderson has served in a broad range of commercial and operational executive roles including retail marketing and operations, COO of Mexico regulated gas distribution and co-generation, North America merchant generation management, and portfolio risk management. Prior to joining ENGIE,

Mr. Henderson held energy-related executive positions at The New Power Company, a joint venture between Enron, AOL, GE and IBM to serve residential natural gas and electricity customers, and Enron in North America and the United Kingdom. Mr. Henderson began his career working in New York in investment banking prior to moving to Houston and focusing on natural gas and electricity. In total Mr. Henderson has 25 years of experience focusing energy risk management and marketing. Mr. Henderson holds a Bachelor of Science degree in Electrical Engineering and also Economics from Rice University (with highest distinction) and an MBA degree from The Standard Graduate School of Business. Mr. Henderson is a member of the Global Association of Risk Professionals and is actively involved in advancing competitive policy through numerous gas, electric and retail industry associations.

Ray Cunningham

Vice President, General Counsel & Secretary
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-1980
F: 713-636-1601
Email: ray.cunningham@na.engie.com

Mr. Cunningham joined ENGIE in October 2012 as its Vice President & Assistant General Counsel where he is responsible for government affairs, regulatory compliance, corporate transactions, litigation, risk management, and all legal matters impacting the retail business. Mr. Cunningham has over 25 years of experience in the energy industry and was most recently Vice President & Assistant General Counsel of the wholesale gas and power business unit of ENA. Mr. Cunningham is a graduate of Texas Tech University and South Texas College of Law.

Graham Leith

Vice President, Sales
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-1707
F: 713-636-1601
Email: Graham.leith@na.engie.com

Mr. Leith joined ENGIE in May, 2014 as Vice President, Sales. He has over 20 years of experience in the energy industry, with 16 years in retail energy in the areas of Sales, Marketing, Risk Management and Operations. Most recently, he held the positions of Chief Risk Officer and Vice President & General Manager, Commercial Energy Sales, at AEP Energy. Prior to AEP, Graham held senior positions with Direct Energy & British Gas (Centrica plc), Ontario Power Generation Inc., and Photowatt Solar, in Canada and the United Kingdom. Mr. Leith has also held various energy marketing and sales roles with PremStar Energy Inc., TransCanada Pipelines, Ltd., and Air Solutions, Inc., in Ontario, Canada. Mr. Leith holds a Master of Business Administration from the Schulich School of Business at York University in Toronto, Ontario, Canada and a Bachelor of Business Administration from Wilfrid Laurier University in Waterloo, Ontario, Canada.



J.D. Burrows

Vice President, Marketing
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-1390
F: 713-636-1601
Email: jdburrows@na.engie.com

Mr. Burrows rejoined ENGIE in April 2013 as its Vice President of Marketing where he is responsible for lead generation, brand positioning, market analytics and pricing strategies. Prior to rejoining ENGIE, Mr. Burrows worked as the Vice President of Origination & Procurement for the wholesale gas and power business unit of ENA where he was responsible for wholesale origination of structured energy products; mid-marketing of energy, capacity, RECs; and procurement of natural gas, fuel oil, coal, transportation and rail capacity; and prior to that he was the Vice President of Strategy & Marketing for ENA. Before joining ENGIE, Mr. Burrows held positions with Enron in structuring and risk management, and with Dynegy in Northeast market development. He started his career in energy with the Public Utility Commission of Texas, where he served as a witness and staff expert on rate design and fuel factors. Mr. Burrows earned a Bachelor of Science in economics from the University of Texas and a Master of Science in economics from Texas A&M University.

Bill Jordan

Vice President, Supply
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-1622
F: 713-636-1601
Email: bill.jordan@na.engie.com

Mr. Jordan joined ENGIE in March 2015 and is responsible for pricing, and portfolio risk management. He has over 20 years of experience and brings a broad background in energy marketing, portfolio management, wholesale generation and retail operations, valuation, risk management, and structuring to the role. He joined ENA in 2004 and has held roles in retail operations and wholesale marketing. Prior to ENGIE, he was Director, ERCOT Portfolio Management and responsible for all commercial operations of the ERCOT generation portfolio including budget year term hedging, and day-ahead and real-time optimization. During his career, he held various retail commodity structuring and risk management roles with Centrica, Reliant Resources, Enron, Duke, and Central & Southwest, including developing hedging strategies for retail load obligations and risk management of supply positions. He holds an electric engineering degree from Louisiana Tech.

Douglas Stein

Vice President, Business Control
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-1025
F: 713-636-1601
Email: douglas.stein@na.engie.com



Mr. Stein is responsible for the financial functions, including accounting, performance reporting, planning, settlements and credit. In addition, he heads up the customer billing and account management functions. Prior to ENGIE, Mr. Stein was a Director for the generation group of ENA. Mr. Stein began his career working with PricewaterhouseCoopers. He is a certified public accountant and holds a Bachelor in Business Administration and Masters in Accounting from Trinity University.

Vikram Kulkarni

Vice President, Solar

1990 Post Oak Blvd, Suite 1900

Houston, TX 77056

T: 713-636-1272

F: 713-636-1601

Email: vikram.kulkarni@na.engie.com

Mr. Kulkarni joined ENGIE in June 2003 and is responsible for pricing, and portfolio risk management. Mr. Kulkarni has more than 12 years of experience in the retail energy space within operations, structuring and risk management functions. He was previously with TXU Energy and an associate with Enron Energy Services. Mr. Kulkarni holds a Bachelor of Science degree in Economics from the University of Wisconsin – Madison, and a Master of Science degree in Finance from Boston College.

Greg Leflar

Vice President, Operations

1990 Post Oak Blvd, Suite 1900

Houston, TX 77056

T: 713-636-1269

F: 713-636-1601

Email: greg.leflar@na.engie.com

Mr. Leflar joined ENGIE July 2017 as the Vice President of Operations. Mr. Leflar is responsible for sales support, transaction management, contract validation, process and systems management, and information technology. Mr. Leflar has over 18 years of experience working with companies in a variety of industries to bring about transformative change in the areas of organization effectiveness, culture, and the adoption of emerging technology. Prior to joining ENGIE, Mr. Leflar served as an officer of Pariveda Solutions responsible for the firm's largest clients in the retail electric energy industry and served in a leadership role over operations in the consulting firm with responsibility over business planning, financial performance, and marketing activities. As a management consultant, Mr. Leflar partnered with executives to devise strategies around business agility, organizational structure, and team culture. At Continental Airlines, Mr. Leflar led the adoption of mobile devices in the aircraft maintenance organization and the digitization of many of their processes and procedures. In his lengthy career as an IT consultant, Mr. Leflar worked with companies in upstream oil and gas, midstream, and healthcare industries to envision and implement leading-edge technology solutions. Mr. Leflar is a subject matter expert in agile methods, cloud computing, advanced analytics, mobility, and enterprise architecture. Mr. Leflar has published papers and spoken at conferences on the API economy, enterprise

cloud adoption, and the integration of big data and machine learning into business operations. Mr. Leflar is a graduate of Baylor University.

ENGIE Resources has contracted with GP Energy Management, LLC ("GPEM") of New York, a consultancy with over 30 years of energy industry experience, to manage wholesale business processes. GPEM is tasked with nomination and scheduling of retail natural gas for delivery, as well as managing all settlement data and hedging activities. Below are the resumes of the key technical personnel for GPEM to assist in the execution of tasks related to ENGIE Resources' retail natural gas supply business:

James W. Gale

Director, Natural Gas
GP Energy Management LLC
(f/k/a GP Renewables & Trading LLC)
131 Varick Street, Suite 1006
New York, NY 10013
Tel: (212) 255-8050
Fax: (203) 295-3794
Email: jgale76@gmail.com
www.gprenew.com

Natural Gas trader with detailed experience in the financial and physical natural gas markets. Managed multiple risk exposures concurrently using a variety of trading tools. Understands detailed nuances of logistics involving the physical business. Consummate team player with excellent verbal and written communication skills.

EXPERIENCE

GP ENERGY MANAGEMENT – New York, NY

Oct 2013 – Present

Director, Natural Gas

- Built a retail natural gas consulting and risk management business, integrating it into the existing power and REC model.
- Develop reporting to display open risk to clients in utilities and on pipelines in the US and Canada.
- Trade out of forward open risk positions and utilize assets provided to maximize retail positions in spot markets.
- Developed a customizable forward curve for every utility for retail serving clients.
- Lead the development of a physical and financial natural gas trading business.
- Set up new entities on utilities and pipelines working with credit, operations and legal to commence business.

Energy Consultant - Singapore

May 2011- July 2013

- Established lasting relationships with traders, brokers, shipping operators, and others employed in a variety of aspects in the physical energy business covering LNG, oil, its products and other commodities.

- *Attended World LNG Series: Asia Pacific Summit.*

SEMPRA ENERGY TRADING CORPORATION - Stamford, CT

Oct 2000 - Mar 2011

AVP Natural Gas Pipe Options Trader

Oct 2007 - Mar 2011

- *Managed delta, gamma, theta, and vega risk in book adjusting position based on market research and fundamentals.*
- *Active market maker, entering fixed-price location options, basis options, Index Gas Daily options and fixed price Gas Daily options using comprehensive knowledge of physical markets.*
- *Developed option strategies for producers and end users to help them mitigate risk.*

AVP Gas Scheduler/Short Term Trader - West Region

June 2004 - Oct 2007

- *Primary cash trader optimizing transportation, storage assets and pipeline tolerances to maximize daily profits.*
- *Learned from senior traders to maximize storage facility injection and withdrawal opportunities against future markets.*
- *Scheduled every pipeline in the western U.S. and Canada, learning physical details to improve trading optimization*
- *Managed delivery requirements and tracked actual usage for dozens of end users, keeping them within pipeline tolerances.*

Middle Office Analyst

Oct 2000 - June 2004

- *Verified domestic natural gas forward curves reflected current market value.*
- *Engaged traders and clerks to understand all deals and positions in books.*
- *Communicated with credit and risk management about any concerns.*
- *Reconciled all exchange-traded futures and options using multiple clearing houses, NYMEX floor brokers, and traders for SET companies' world-wide verifying position limits approaching expiry.*

EDUCATION

FAIRFIELD UNIVERSITY - Fairfield, CT

August 1999

Bachelor of Science in Mathematics, Minor in Physics | Awarded Fairfield University Presidential Scholarship | Member of Fairfield University Honors Program | Four Year Division I Varsity Baseball Team

Gabriel Phillips

Managing Director

GP Energy Management LLC

(f/k/a GP Renewables & Trading LLC)

131 Varick Street, Suite 1006

New York, NY 10013

Tel: (212) 255-8050

Fax: (203) 295-3794

Email: gabe@gprenew.com

www.gprenew.com

EXPERIENCE

GP ENERGY MANAGEMENT LLC – New York, NY

June 2010 – Present

Managing Director

- *Manage the daily forecasting, bidding, and scheduling for ESCO clients in across all US based deregulated energy markets*
- *Create financial hedging strategies for ESCO customers*
- *Execute financial hedging strategies with a variety of counterparties*
- *Manage daily collateral and P&L for ESCO customer with counterparties and ISOs*
- *Procure RECs to satisfy ESCO customer RPS needs*

SEMPRA ENERGY TRADING CORPORATION - Stamford, CT

Term Power Trader/Assistant Trader

September 2000 - May 2010

- *Traded a portfolio of short and long term financial and physical power and natural gas positions spanning four ISO territories, the NYISO, ISO-NE, PJM and the Ontario IMO.*
- *Priced deals to service customer flow business with an average duration of less than 2 years.*
- *Managed basis risk to 75 different locations using over the counter basis markets and Financial Transmission rights (FTR) markets to hedge exposure.*
- *Utilized the virtual market to diversify risk between the day ahead and real time as well as take incremental risk.*
- *Managed financial tolling deals for two NY power plants totaling 600mws modeled as options driven by various fuel prices and internal option models.*
- *Utilized the virtual market to diversify risk between the day ahead and real time as well as take incremental risk.*
- *Gained proficiency in managing and mitigating the financial impact of doing physical and financial direct customer and cleared speculative business in various regions by initiating transactions to reduce ancillary services costs generated by carrying large physical positions and to reduce Original Margin requirements with various exchanges including NYMEX and ICE.*
- *Built various stack and transmission models for Day Ahead and Term trading; including calibrating the model DAYZER to run in conjunction with internal systems for PJM, and two excel based stack models for NYISO and ISO-NE respectively.*

Real Time Power Trader

September 2006 – September 2007

- *Traded day-ahead and hour-ahead financial and physical power in the WECC region, including California Independent System Operator (CAISO) and the Alberta Electric System Operator (AESO).*
- *Built and capitalized on customer relationships in taking advantage of arbitrage and spread opportunities.*
- *Took day-ahead transmission positions to be utilized in real time.*
- *Gained proficiency in creating NERC required tags to represent the flow of energy in Real Time.*
- *Studied the fundamentals of the power industry as they relate Hour Ahead and Day Ahead trading; including the effect of the generation stack, transmission constraints, congestion, load forecasts and weather on prices at the various trading hubs in the WECC.*

Day-Ahead Power Scheduler

July 2006 - September 2006

- Coordinated the flow of long term and day-ahead physical power transactions for the West Coast Power Desk in the WECC region.
- Communicated with a vast number of customers daily to search for Book-out opportunities in order to reduce overhead in each of the profit centers on the desk.
- Provided the desk with market intelligence gathered during communication with customers and scheduling/tagging process.
- Learned to make NREC required tags to represent the flow of energy from generator to sink anywhere in the WECC region.

Collateral Analyst

December 2005 - July 2006

- Processed and executed all collateral requests made by and on Sempra Energy Trading Corp, Sempra Energy Europe Ltd and Sempra Oil Trading Sarl., covering all counter parties worldwide.
- Assisted in managing basic liquidity needs by coordinating with CCO and Treasury department in the deployment of cash collateral and letters of credit.
- Reconciled the value of all types of transactions in all of SET's portfolios against the counter parties for the purpose of increasing the coverage of our credit exposure during a margin call dispute resolution. This process must be accomplished in a timely fashion without divulging sensitive information.
- Consistently work towards improved process efficiency and accuracy by increasing automation and enhancing the features of the Java application used as the Margin System.

Business Analyst

September 2005 - December 2005

- Supported the trading floor by interpreting the intricacies of how SET's internal trading and reporting system (Affinity) calculates the value of various deals and stores/displays information for the entire trading staff in Stamford, CT alongside only two other Business Analysts.
- Translated elements of the trading business from settlements and trade entry to P&L calculation to aid the development staff in creating more efficient and accurate systems.

Jonathan Spivak

Senior Director

GP Energy Management LLC

(f/k/a GP Renewables & Trading LLC)

131 Varick Street, Suite 1006

New York, NY 10013

Tel: (212) 255-8050

Fax: (203) 295-3794

Email: jon@gprenew.com

www.gprenew.com

EXPERIENCE

GP ENERGY MANAGEMENT LLC – New York, NY

April 2011 – Present

Senior Director

- Structure and negotiate of unique power hedge transactions for clientele.

- *Daily load forecasting, bidding and scheduling for competitive retail electric suppliers in a number of different energy markets spanning many state jurisdictions*
- *Forecast and maintain physical and financial power hedges in the forward market.*
- *Create daily, weekly, and monthly settlements reports in order to analyze costs to minimize risks.*

RBS Sempra Commodities - New York, NY

August 2008 – April 2011

Financial Risk Analyst

November 2009 – April 2011

- *Maintained firm-wide official profit and loss, generating integral and time-sensitive company reports pivotal to all of risk management*
- *Prepare and maintain excel based reports using various data sources such as pricing, P&L, positions, VaR, stress etc. under rapidly changing requirements*
- *Verified and corrected in-house trades within various trading platforms, implemented process to verify and track explanations on trades generating substantial revenue, submitted external price reporting of physical basis and fixed natural gas trading activities on regular schedules*
- *Provide daily profit and loss explanations for physical and financial natural gas revenue*

Margin/Credit Analyst

August 2008 – November 2009

- *Responsible for all margin activities including daily calls to over fifty counterparties, confirm settlements, and manage letter of credit activities.*
- *Primary contact for dispute resolution including exposure, interest rate and contract discrepancies*
 - *Identify forward pricing issues via excel pivot table analyses*
- *Generate ideas to improve the efficiency and accuracy of the Credit Management System*
- *Communicate daily cash flow and letter of credit movements through intraday reports.*

EDUCATION

Bucknell University, Lewisburg, PA

Fall 2001 – Spring 2005

Degree: Bachelor of Arts

Major: Economics Minor: Political Science

Dean's List: Fall 2004 – Spring 2005

Alexandre Baldassano

Senior Director

GP Energy Management LLC

(f/k/a GP Renewables & Trading LLC)

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EXPERIENCE

GP ENERGY MANAGEMENT LLC – New York, NY

November 2010 – Present

Senior Director, Renewables & Environmental Services

- *Analyze federal and regional renewable energy and environmental policy*
- *Create and market compliance and voluntary environmental credit products*
- *Expand renewable generation project pipeline*
- *Analyze state Renewable Portfolio Standard market fundamentals*
- *Develop spot and futures environmental credit trading strategies for managed accounts and proprietary portfolios*

Natsource Asset Management LLC – New York, NY

April 2008 – October 2010

Contract Manager

October 2009 – October 2010

- *Manage all worldwide institutional relationships for \$500mm carbon commodity fund*
- *Compose monthly and quarterly investor reports for all hedge funds, managed accounts, and commodity funds*
- *Supervise ongoing contractual commitments between institutional investors, investment manager, and underlying investment*

Operations, Sales, and Risk Associate

April 2008–October 2009

- *Determined end-of-month beta exposures and asset allocation breakdowns for all portfolios*
- *Acted as a liaison between existing and potential investors, and the Director of Marketing and Sales*
- *Researched and grew marketing distribution channels for the Director of Marketing and Sales*
- *Analyzed and communicated daily carbon and FX beta exposure for largest fund directly to Senior Management*
- *Identified and rectified daily trade and cash reconciliations while acting as liaison between the trading desk and prime brokerage*

EDUCATION

Fordham University Graduate School of Business – New York, NY

M.B.A – Finance and Marketing Concentration, 2013

Haverford College – Haverford, PA

B.A. – Economics, 2003

Temple University – Rome, Italy

General Coursework, August 2001–December 2001