

NC

FILE



Great American Power

Freedom • Choice • Power

18-083 GA-CRS

January 4, 2018

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

RECEIVED DOCKETING DIV
2018 JAN -8 PM 2:40
PUCO

To Whom It May Concern:

Enclosed please find an executed redacted Certification Application for Competitive Retail Natural Gas Suppliers ("Redacted Application") together with three additional copies for Great American Power, LLC to become a retail natural gas supplier in the State of Ohio.

Also enclosed are the confidential documents to be filed under separate seal.

We believe that this application is complete in all respects. If you have any questions, please do not hesitate to contact me for clarification.

Best regards,

Ginger Lucas
CEO
Great American Power, LLC
glucas@greatamericanpower.com
470-443-1673

Enclosures:

Redacted Application with 3 copies
Sealed Confidential Documents

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 12mm Date Processed 01/08/18





Public Utilities Commission

PUCO USE ONLY – Version 1.08 May 2016		
Date Received	Case Number	Certification Number
	18-083 - 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 Great American Power, LLC
Address 2959 Cherokee Street, Ste 202, Kennesaw, GA 30144
Telephone No. 877-215-4140 Web site Address www.GreatAmericanPower.com

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

Name Great American Power, LLC
Address 2959 Cherokee Street, Ste 202, Kennesaw, GA 30144
Web site Address www.GreatAmericanPower.com Telephone No. 877-215-4140

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

Great American Power, LLC

A-5 Contact person for regulatory or emergency matters:

Name Ginger Lucas Title CEO
Business Address 2959 Cherokee Street, Ste 202, Kennesaw, GA 30144
Telephone No. 877-215-4140 Fax No. 404-581-5748 Email Address GLucas@GreatAmericanPower.com

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

Name Kari Binns Title General Counsel & Secretary
Business address 2959 Cherokee Street, Ste 202, Kennesaw, GA 30144
Telephone No. 877-215-4140 Fax No. 404-581-5748 Email Address KBinns@GreatAmericanPower.com

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

Customer service address 2959 Cherokee Street, Ste 202, Kennesaw, GA 30144
Toll-Free Telephone No. 877-215-4140 Fax No. 404-581-5748 Email Address Service@GreatAmericanPower.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 InCorp Services, Inc Title
Business address 9435 Waterstone Boulevard, Ste. 140, Cincinnati, OH 45249
Telephone No. Fax No. Email Address

A-9 Applicant's federal employer identification number 455333180

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

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

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

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

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

☐ Columbia Gas of Ohio

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

☐ Dominion East Ohio

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

☐ Duke Energy Ohio

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

☐ Vectren Energy Delivery of Ohio

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

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

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	2/1/18
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	2/1/18
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	2/1/18
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	2/1/18

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 Experion, Dun and Bradstreet, or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter “N/A” for Exhibit C-7.

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

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 Exhibit D-1 “Operations,”** provide a current written description of the operational nature of the applicant’s business. 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

Yenny Sanchez CEO

Sworn and subscribed before me this

4th day of January Month 2018 Year

Yenny Sanchez

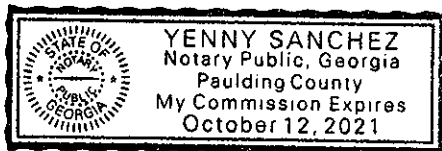
Signature of official administering oath

Yenny Sanchez

Print Name and Title

My commission expires on

October 12, 2021





The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

Great American Power, LLC)

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

Case No. - -GA-CRS

County of

Cobb

State of

Georgia

Ginger Lucas

[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

Ginger Lucas CEO

Sworn and subscribed before me this

4th

day of

January

Month

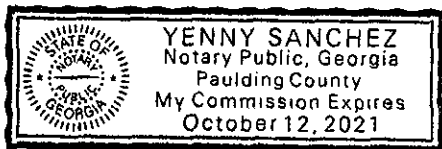
2018

Year

Signature of Official Administering Oath

Print Name and Title

Yenny Sanchez



My commission expires on

October 12, 2021

Exhibit A-14 – “Principal Officers, Directors & Partners”

Ginger Lucas
Chief Executive Officer
2959 Cherokee Street, St 202
Kennesaw, GA 30144
Phone: 770-239-6609 ext 110
Fax: 404-581-5748
glucas@greatamericanpower.com

Craig Macinnes
Chief Marketing & Sales Officer
2959 Cherokee Street, St 202
Kennesaw, GA 30144
Phone: 770-239-6609
Fax: 404-581-5748
cmacinnis@greatamericanpower.com

Tanya Browning
Director of Finance & Operations
2959 Cherokee Street, St 202
Kennesaw, GA 30144
Phone: 770-239-6609
Fax: 404-581-5748
tbrowning@greatamericanpower.com

Kari Binns
General Counsel
2959 Cherokee Street, St 202
Kennesaw, GA 30144
Phone: 281-631-5512
Fax: 713-893-8784
kbinns@greatamericanpower.com

Exhibit A-15 – “Company History”

Great American Power, LLC (“GAP”) was licensed to supply electricity in Pennsylvania on January 13, 2011, docket number: A-2010-2205475. On October 16, 2011, GAP was licensed to supply electricity in Maryland, docket number: IR-2440. On December 15, 2014, Great American Power Holdings, LLC (GAP’s parent company), purchased Perigee Energy, LLC (“Perigee”). Perigee is licensed in Ohio, New York, Massachusetts, Connecticut and Delaware. Since December 2014, both companies have been operated by the same management team and employees, just under separate names. On May 8, 2016, GAP was licensed to supply electricity in Ohio, Certificate Number: 16-1073E (1). On February 2, 2017, Perigee Energy, LLC was sold in the second quarter of 2017. Filing this application is the start of Great American Power entering the natural gas market.

Exhibit A-16 "Articles of Incorporation and Bylaws"

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
401 NORTH STREET, ROOM 206
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

Great American Power, LLC

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3958929

Domestic Limited Liability Company

Entity #: 3958928
Date Filed: 06/01/2010
Pedro A. Cortés
Secretary of the Commonwealth
Page 1 of 2

ST, PA04B

From: pao4b@state.pa.us
Sent: Tuesday, May 18, 2010 1:07 PM
To: ST, PA04B
Subject: PA04B New Registration 292/55

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
Certificate of Organization
Domestic Limited Liability Company
(15 Pa.C.S. § 8913)**

Document will be returned to the name and address you enter below.

Name

Lyman Wilkes
Address
1001 Village Road
Address

City State Zip
Orwigsburg PA 17961

Email: lgraywilkes@yahoo.com

Fee: \$125

Commonwealth of Pennsylvania
CERTIFICATE OF ORGANIZATION 3 Page(s)



In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation):
Great American Power, LLC
2. The (a) address of limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(a) Number and Street City State Zip County
1001 Village Road Orwigsburg PA 17961 54
(b) Name of Commercial Registered Office County
3. The name and address, including street and number, if any, of each organizer is (all organizers must sign on page 2):
Name Address
Lyman Gray Wilkes 16012 Lutheran School Road Tomball TX 77377
4. ~~Strike out if inapplicable term~~
A member's interest in the company is to be evidenced by a certificate of membership interest.
5. ~~Strike out if inapplicable~~
Management of the company is vested in a manager or managers.
6. The specified effective date, if any is:

5/19/2010

PA DEPT. OF STATE

JUN 01 2010

06 01 2010

Month Day Year hour, if any

7. *Strike out if inapplicable term:* The company is a restricted professional company organized to render the following restricted professional service(s):
8. For additional provisions of the certificate, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the
organizer(s) has (have) signed this
Certificate of Organization this
day of

Signature

Signature

Signature

O215520100518

5/19/2010

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
Domestic Signature Form**

Document must be completed and mailed to the address listed below.

Department of State
Corporation Bureau
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057

1. The enterprise structure is:
Limited Liability Company
2. The enterprise legal name is:
Great American Power, LLC
3. The enterprise's fictitious name is:

IN TESTIMONY WHEREOF, the undersigned have caused this application to be executed this

28th day of May, 2010



Individual Signature of Lyman Gray Wilkes

0215520100518

To avoid any delay or rejection, signature form(s) should be received within 7-10 days
of the registration submission date.

PA DEPT OF STATE

JUN 01 2010

Exhibit A-17 "Secretary of State"



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/21/2016	201607802142	REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	99.00	100.00	0.00	0.00	0.00

Receipt

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

GREAT AMERICAN POWER, LLC
KARI BINNS
2959 CHEROKEE STREET., SUITE 202
KENNESAW, GA 30144

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted
3880664

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
GREAT AMERICAN POWER, LLC

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

Document(s)

REGISTRATION OF FOREIGN FOR PROFIT LLC

Effective Date: 03/18/2016

Document No(s):

201607802142



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 March, A.D. 2016.

Jon Husted

Ohio Secretary of State

Exhibit B-1 “Jurisdictions of Operation”

Pennsylvania –

Great American Power, LLC has been approved by the Pennsylvania Public Service Commission (“PAPUC”) to serve residential and non-residential customers in all electric utilities in the state.

PAPUC License (A-2010-2205475) dated January 13, 2011 attached.

Maryland -

Great American Power, LLC has been granted a license to serve residential, commercial and industrial customers in the State of Maryland.

Docket IR-2440 decision dated October 26, 2011 attached.

Ohio –

Great American Power, LLC has been granted a license to serve electric to residential, commercial and industrial customers in the state of Ohio.

Certificate Number: 16-1073E (1) effective May 08, 2016 attached.



**Public Utilities
Commission**

John Kasich, Governor
Andre T. Porter, Chairman

Commissioners

Asim Z. Haque
Lynn Slaby
M. Beth Trombold
Thomas W. Johnson

PUBLIC UTILITIES COMMISSION OF OHIO

Certified as a Competitive Retail Electric Service Provider

Certificate Number:

16-1073E (1)

Issued Pursuant to Case Number(s):

16-0732-EL-CRS

A certificate as a Competitive Retail Electric Service Provider is hereby granted to, **Great American Power, LLC** whose office or principal place of business is located at **2959 Cherokee Street, Suite 202, Kennesaw, GA 30144** to provide **retail generation, aggregation, and power marketer** services within the State of Ohio effective **May 08, 2016**.

The certification of competitive retail electric suppliers is governed by Section 4901:1-24-(01-13) of the Ohio Administrative Code, Section 4901:1-21-(01-15) of the Ohio Administrative Code, and Section 4928.08 of the Ohio Revised Code.

This Certificate is revocable if all of the conditions set forth in the aforementioned case(s) are not met.

Subject to all rules and regulations of the Commission, now existing or hereafter promulgated.

Witness the seal of the Commission affixed at Columbus, Ohio.

Dated: **May 10, 2016**

By Order of

PUBLIC UTILITIES COMMISSION OF OHIO

Barcy F. McNeal, Secretary

Tanowa M. Troupe, Acting Secretary

Felecia D. Burdett, Acting Secretary

Certificate Expires: May 08, 2018

PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-2010-2205475

The Application of Great American Power LLC for approval to begin to offer, render, furnish or supply electricity or electric generation services to residential and small commercial customers in the electric distribution company service territories of PECO Energy Company, PPL Electric Utilities and Metropolitan Edison Company, within the Commonwealth of Pennsylvania.

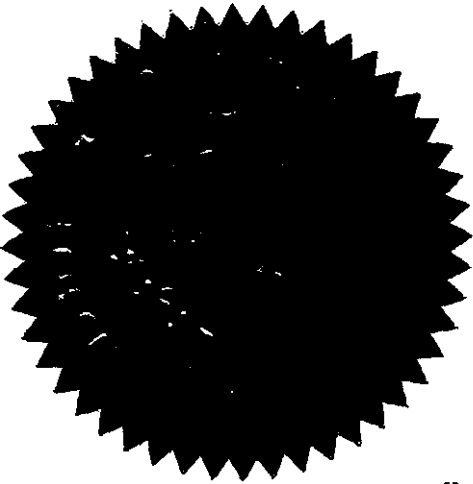
The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues, evidencing the Commission's approval, to the applicant this:

LICENSE FOR ELECTRIC GENERATION SUPPLIER.

In Witness Whereof, the PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 13th day of January 2011.



Secretary





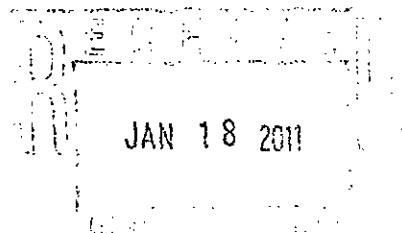
COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE

January 13, 2011

A-2010-2205475

MARTY CERULLO
GREAT AMERICAN POWER
450 WEST MARKET STREET
PO BOX 450
POTTSVILLE PA 17901



License Application of Great American Power LLC for approval to offer, render,
furnish or supply electricity or electric generation services as an aggregator and supplier.

To Whom It May Concern:

This is to advise you that the Commission in Public Meeting on January 13, 2011 adopted
an Order in the above entitled proceeding.

An Order has been enclosed for your records.

Very truly yours,

Rosemary Chiavetta
Secretary

Encls.
Cert. mail
MH

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265**

Public Meeting held January 13, 2011

Commissioners Present:

James H. Cawley, Chairman
Tyrone J. Christy, Vice Chairman
John F. Coleman, Jr.
Wayne E. Gardner
Robert F. Powelson

License Application of Great American Power
LLC for Approval to Offer, Render, Furnish or
Supply Electricity or Electric Generation
Services as an Aggregator and Supplier

A-2010-2205475

ORDER

BY THE COMMISSION:

On October 19, 2010, Great American Power LLC (GAP) filed an application seeking to become a licensed electric generation supplier (EGS) in the electric distribution company (EDC) service territories of PECO Energy Company, PPL Electric Utilities and Metropolitan Edison Company within the Commonwealth of Pennsylvania. The application was filed pursuant to the Commission's regulations at 52 Pa. Code §§ 54.31-54.43, which became effective on August 8, 1998, and which were established under Section 2809 of the Public Utility Code, 66 Pa. C.S. § 2809.

§ 2809 provides, in pertinent part, that:

License Requirement.--No person or corporation, including municipal corporations which choose to provide service outside their municipal limits except to the extent provided prior to the effective date of this chapter, brokers and marketers, aggregators and other entities, shall engage in the business of an electric generation

electricity grid; therefore, the rules relating to residential service termination are not applicable to electric generation suppliers. An electric generation supplier may seek to terminate its generation service through an appropriate written notice to the customer and the distribution company. The residential customer can then attempt to repair their relationship with the supplier, seek a new supplier, or default to utility service at capped rates in accordance with the utility's obligations under Section 2807(e), 66 Pa. C.S. § 2807(e). The customer would only be disconnected from the electricity grid pursuant to appropriate regulations if the customer failed to meet its obligations to the utility or the electric generation supplier that has been designated by the Commission as the provider of last resort.

Additionally, we specifically note that the licensee must comply with, and ensure that its employees, agents, representatives, and independent contractors and subcontractors comply with the standards of conduct and disclosure for licensees set out in Commission regulations at 52 Pa. Code § 54.43 that were enacted to protect consumers of this Commonwealth. These standards include, *inter alia*, the provision of timely and accurate information about the services offered by the licensee, the practice of nondiscrimination in service in regard to race, color, religion, national origin, marital status, etc., the safeguarding of a consumer's personal information, and compliance with applicable state and federal consumer protection laws. Also, we take this opportunity to remind the licensee of its agreement to abide by, and to ensure that its employees, representatives, agents, and independent contractors and subcontractors abide by all applicable federal and state laws, and Commission regulations, procedures and orders, including Emergency Orders, which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania. *See, for example*, 52 Pa. Code § 54.43(f) ("A licensee is responsible for any fraudulent deceptive or other unlawful marketing or billing acts performed by the licensee, its employees, agents or representatives.").

GAP proposes to utilize a call center in Pennsylvania to market to residential customers. GAP will utilize the services and personnel of TOD to operate the call center. GAP states that it is not the intent to utilize the call center to offer telemarketing services to other Pennsylvania licensed electric generation suppliers and that TOD understands that it must first secure an electric generation supplier license as a broker/marketer in order for TOD or its personnel to engage in telemarketing services for other EGSs.

GAP has provided a \$250,000 letter of credit as required by the license application.

As of January 3, 2011, no protests have been filed.

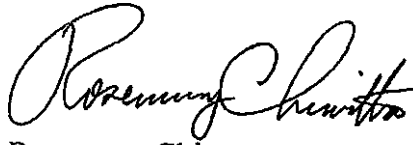
We find that the applicant:

1. Is fit, willing and able to properly perform the service proposed in conformance with applicable provisions of the Public Utility Code and lawful Commission Orders and regulations, specifically including 52 Pa. Code Chapter 56 (relating to Standards and Billing Practices for Residential Utility Service).
2. Has agreed to lawfully abide by all Commission regulations, procedures and Orders, including Emergency Orders, which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

We further find that the proposed service, to the extent authorized by the license, will be consistent with the public interest and the policy declared in the Electricity Generation Customer Choice and Competition Act.

5. That this proceeding at Docket No. A-2010-2205475 be closed.

BY THE COMMISSION,

A handwritten signature in black ink, appearing to read "Rosemary Chiavetta". The signature is fluid and cursive, with the first name being more prominent.

Rosemary Chiavetta
Secretary

(SEAL)

ORDER ADOPTED: January 13, 2011

ORDER ENTERED: January 13, 2011

DOUGLAS R. M. NAZARIAN
CHAIRMAN

HAROLD D. WILLIAMS
LAWRENCE BRENNER
KELLY SPEAKES-BACKMAN
W. KEVIN HUGHES

**PUBLIC SERVICE COMMISSION**

#19, 10/26/11 AM; ML#s 134131 and 134941
License Reference No.: IR-2440

October 26, 2011

John Landry, CEO
Great American Power, LLC
2959 Cherokee Street, Suite 102
Kennesaw, GA 30144

Dear Mr. Landry:

On September 13, 2011 Great American Power, LLC filed an Application for a license to supply electricity or electric generation services in Maryland under COMAR 20.51. Additional information was filed October 18, 2011. The Company proposes to provide electricity supplier services in Maryland for residential, commercial and industrial customers as described in the application.

After considering this matter at the October 26, 2011 Administrative Meeting, the Commission granted Great American Power, LLC a license to supply electricity or electric generation services in Maryland in accordance with its Application (License Reference Number IR-2440). The license granted by the Commission under this Letter Order is limited solely to electricity supplier services to residential, commercial and industrial customers.

Finally, Great American Power, LLC is reminded that it is under a continuing obligation to notify the Commission within 30 days of any changes to the information upon which the Commission relied in granting this license. A copy of the supplemental or updated information is required to be filed concurrently with the Office of People's Counsel.

By Direction of the Commission,

A handwritten signature in dark ink, appearing to read "David J. Collins".

David J. Collins
Executive Secretary

DJC/gjd

c: Phil VanderHeyden, Electricity Division

Exhibit B-2 “Experience and Plans”

Great American Power, LLC, a Pennsylvania Limited Liability Company (“GAP”), is a Competitive Retail Electric Service Provider with plans to selectively expand into deregulated states and utility territories. GAP has been successfully operating as a retail energy supplier in Maryland and Pennsylvania since 2011. GAP’s executive team is an elite group of energy professionals with an impressive variety of industry experience (See Exhibits D-2 “Operational Expertise” and D-3 “Key Technical Personnel”). GAP’s planned process for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints will be in accordance with Commission rules adopted pursuant to Section 4929.20 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.

Exhibit B-3 “Summary of Experience

Great American Power, LLC’s (“GAP”) executive team has a substantial business background in the energy industry. (See Exhibits D-2 “Operational Expertise” and D-3 “Key Technical Personnel”). GAP intends to strategically expand into deregulated markets throughout the United States offering both electricity and natural gas to residential, commercial and industrial customers. The executive managers will oversee all aspects of operations, finance, sales, and customer service for the company as they expand into new territories and utilities.

Exhibit B-4 “Disclosure of Liabilities and Investigations”

Great American Power, LLC (“GAP”), was involved in a formal complaint in Pennsylvania that was initiated on June 5, 2012. This complaint involved a telemarketing campaign in which the individual stated they did not wish to receive further calls, but were contacted again anyway. The customer was never enrolled with GAP, and we no longer use the telemarketing vendor. We have also implemented an improved Quality Assurance program that we use when marketing with a third party vendor as well as with our internal customer service representatives, including regular monitoring, both live and past calls, vigorous TPV standards, and tracking of call dispositions with our internal Customer Service to catch any problems right away. The formal complaint was closed on September 26, 2013, and the final fines were paid on October 9, 2013.

The Pennsylvania PUC began an informal investigation following the closing of the formal complaint, which concluded in a settlement agreement dated March 28, 2016. The settlement concerned customers affected by the same telemarketing campaign.

The formal complaint and the resulting informal investigation will not negatively impact our ability to operate in the retail market because both have been since concluded, and we no longer engage the offending telemarketing company. Further, the resulting processes that we have implemented as a result only made our Quality Assurance Program stronger and better equipped to avoid such situations in the future.

Exhibit C-1 “Annual Reports”

N/A

Exhibit C-2 “SEC Filings”

Great American Power, LLC is not a publicly traded company. SEC Filings are not applicable.

Exhibit C-3 “Financial Statements”

CONFIDENTIAL
(FILED UNDER SEPARATE SEAL)

Exhibit C-4 “Financial Arrangements”

CONFIDENTIAL
(FILED UNDER SEPARATE SEAL)

Exhibit C-5 “Forecasted Financial Statements”

CONFIDENTIAL
(FILED UNDER SEPARATE SEAL)

Exhibit C-6 “Credit Rating”

N/A

Exhibit C-7 "Credit Report"

Great American Power, LLC does not currently have a credit report.

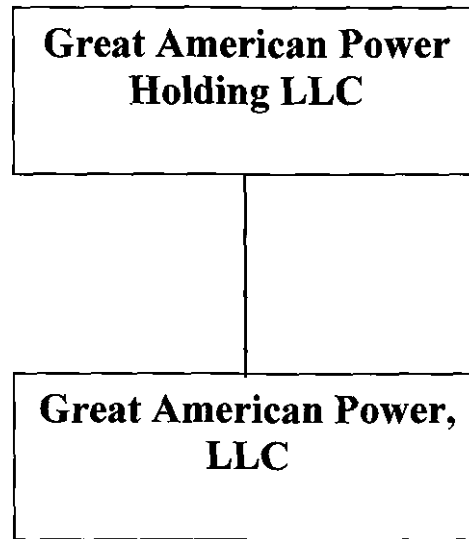
Exhibit C-8 “Bankruptcy Information”

N/A

Exhibit C-9 “Merger Information”

N/A

Exhibit C-10 “Corporate Structure”



Great American Power, LLC is a Pennsylvania limited liability company owned solely by Great American Power Holding LLC, a Delaware limited liability company.

Great American Power, LLC has no other subsidiaries or affiliates that supply retail or wholesale electricity or natural gas to customers in North America.

Exhibit D-1 “Operations”

Great American Power, LLC (“GAP”) has the essential managerial and technical expertise to serve retail customers in Ohio. The GAP staff is responsible for natural gas scheduling and settlement, pricing, risk management, billing, tax filings, regulatory filings, and customer service. (See **Exhibit D-2 “Operational Expertise”** and **Exhibit D-3 “Key Technical Personnel”**). Our team is dedicated to compliance with the Public Utilities Commission of Ohio’s rules and regulations as well as strict adherence to market and utility protocols.

GAP’s wholesale supply needs (energy, capacity and renewable energy) will be provided by a third-party as indicated in the Loan and Energy Services Agreement. GAP additionally has engaged the third-party provider in a Gas Services Agreement. (See **Exhibit VIII “Contractual Arrangements for Capability Standards”**). Our EDI transactions will be conducted by Latitude Technologies, an experienced and highly rated EDI company that will ensure quality data communications between GAP and the utilities.

GAP intends to expand into deregulated markets in a strategic manner. We intend to recruit additional experienced industry talent to streamline middle and back office functions to ensure exceptional service for both business partners and our customers.

Exhibit D “Operational Expertise”

Great American Power, LLC was formed in June 2011 by an elite group of industry experts with extensive experience in energy risk management, power and natural gas purchasing and trading, finance, operations, sales, regulatory affairs and customer service.

Ginger Lucas – CEO

With over 30 years of experience, Ginger leads the company with a vision and mission of a lean operation with effective systems that support the needs of the customer and the company. She currently manages the wholesale strategy, pricing and scheduling analysis, risk management, and regulatory compliance for Great American Power, LLC. Ginger has worked as an expert consultant in retail energy and has done extensive work in financial forecasting. She developed a detailed financial planning, position report, and cash-flow model that is currently used by Great American Power, LLC. She has also worked on supplier equity and collateralized financing, sales tax analysis, strategic market assessments, as well as accounting system selection and implementation.

Craig MacInnes – Chief Marketing & Sales Officer

Craig has worked in retail energy for over a decade across North America, including most deregulated states and provinces. He has a strong analytical and performance background from operations and sales roles and leverages it into strong, fact based decision-making. Craig manages the customer acquisition and retention efforts with the Company and will lead a multi-vendor, multi-channel strategy that emphasizes diversification of resources and territories.

Craig gained his retail experience at Direct Energy and as a professional consultant. Many of his greatest accomplishments came in customer retention, primarily through leakage reduction, customer satisfaction initiatives and product development. A second pillar of success came through development of a comprehensive sales quality program that ensured the maximum benefit was derived from each sales dollar spent while at the same time, minimizing any regulatory or compliance risks.

Craig has a commerce degree from the University of Calgary and spent seven (7) years working at Air Canada in Information and Operations management roles. He has been Six Sigma certified twice and has completed many process improvement projects leading to substantial, proven cost reductions at the companies and clients he has worked for.

Kari Binns – General Counsel & Secretary

Kari has been in the retail energy industry since 2009, when she worked in US Gas & Electric’s compliance department. As a member of the compliance department she was responsible for answering all incoming mediated complaints, organizing both hard copy and electronic historical data, and aided the Quality Assurance team. Kari has also spent time working with EDF Energy Services, LLC as a consultant, both aiding with an internal merger of their retail shops, and facilitating the entry into numerous new territories at the state and utility level.

Kari began working with Perigee Energy as a Regulatory Consultant in 2013, when she was brought on to aid after a change of control, and has since managed communications between state public utility commissions, as well as contracts with vendors, customers, and utilities. She is also responsible for filing annual reports as well as other monthly and quarterly filings such as FERC EQR filings, historical rate filings, RPS APS filings, and periodic interrogatories issued by state commissions. She has also become acquainted with various Operations tasks and EC Infosystems in order to ensure that the various processes and procedures required by the states are properly followed.

Kari graduated from the University of Kansas in 2008 with a BA in Classical Languages. In 2013 she graduated from Ave Maria School of Law and became a member of the Texas bar in 2014.

Exhibit D “Operational Expertise”

Tanya Browning – Director of Finance and Operations

Tanya comes from a small public accounting firm where she primarily specialized in individual taxes and small business bookkeeping. Tanya previously worked in the collections industry, providing her extensive exposure to call center operations. In addition to working the front line as a collector, she was also the Dialer Administrator for a credit card servicing company. In this position, she was responsible for daily management of the collection efforts and reporting to senior management. Tanya is responsible for management of the accounting and customer care functions as well as oversight of CIS, EDI and the Company's Wholesale Forecasting System. She also manages the cash forecasting, budgeting, and regulatory analysis for the company. Tanya graduated, Magna Cum Laude, from Kennesaw State University's Cole's College of Business with a BBA in Accounting.

Exhibit D-3 "Key Technical Personnel"

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kbinns@greatamericanpower.com

EXHIBIT VIII
CONTRACTUAL ARRANGEMENTS FOR CAPABILITY STANDARDS

Great American Power, LLC ("GAP") has entered into a Gas Service Agreement with V3 Commodities Group, LLC ("V3") effective November 6, 2017.

Services to be Provided

- 1 Asset Management and Natural Gas Procurement
- 2 Natural Gas Storage Management
- 3 Scheduling / Nominations
- 4 Reporting

V3 Key Staff and Experience

Maureen Smith has over 25 years of experience in the natural gas industry. She began her career at The Brooklyn Union Gas Company ("BUG") where she was involved with the company's FERC activities as well as establishing BUG's capacity release program. Maureen then worked for Enron, PG&E, and Constellation where she was responsible for marketing and trading natural gas in the Northeast and Gulf Coast regions. Maureen coordinates V3 Commodities natural gas origination, portfolio management, and operations activities.

Stephanie H. Stehling joined V3 Commodities in October 2017 as the Director of Natural Gas Scheduling. Stephanie brings with her over **28** years of experience in retail scheduling. Stephanie joined V3 from Constellation where she was responsible for scheduling to the Choice Market Programs in the Mid-Continent, Northeast and Southeast market areas.