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| Date Received | Case Number     | Version  |
|               | 18- 0483-EL-CRS | May 2016 |

## **INITIAL CERTIFICATION APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS**

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-13 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 input information directly onto the form.  
You may also download the form, by saving it to your local disk, for later use.**

### **A. APPLICANT INFORMATION**

#### **A-1 Applicant intends to be certified as: (check all that apply)**

- |   |                                       |
|---|---------------------------------------|
| <input type="checkbox"/> Retail Generation Provider | <input type="checkbox"/> Power Broker |
| <input checked="" type="checkbox"/> Power Marketer  | <input type="checkbox"/> Aggregator   |

#### **A-2 Applicant's legal name, address, telephone number and web site address**

Legal Name Green Mountain Energy Company  
Address 3711 Market St. 10th Floor, Philadelphia, PA 19104  
Telephone # (855) 454-6473 Web site address (if any) www.greenmountain.com

#### **A-3 List name, address, telephone number and web site address under which Applicant will do business in Ohio**

Legal Name Green Mountain Energy Company  
Address 3711 Market St. 10th Floor, Philadelphia, PA 19104  
Telephone # (855) 454-6473 Web site address (if any) www.greenmountain.com

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

Green Mountain Energy Company \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**A-5 Contact person for regulatory or emergency matters**

Name Lindsay Cervenak  
Title Regulatory Analyst  
Business address 3711 Market St. 10th Floor, Philadelphia, PA 19104  
Telephone # (267) 295-5843 Fax # \_\_\_\_\_  
E-mail address NERetailRegulatory@nrg.com

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

Name Sara Hudson  
Title Manager, Customer Service  
Business address 3711 Market St. 10th Floor, Philadelphia, PA 19104  
Telephone # (267) 295-5825 Fax # \_\_\_\_\_  
E-mail address greenmountaincomplaints@nrg.com

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

Customer Service address 3711 Market St. 10th Floor, Philadelphia, PA 19104  
Toll-free Telephone # (855) 454-6473 Fax # \_\_\_\_\_  
E-mail address OHCustomerCare@greenmountain.com

**A-8 Applicant's federal employer identification number # 30360441**

**A-9 Applicant's form of ownership (check one)**

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

**A-10 (Check all that apply) Identify each electric distribution utility certified territory in which the applicant intends to provide service, including identification of each customer class that the applicant intends to serve, for example, residential, small commercial, mercantile commercial, and industrial. (A mercantile customer, as defined in (A) (19) of Section 4928.01 of the Revised Code, is a commercial customer who consumes more than 700,000 kWh/year or is part of a national account in one or more states).**

- |   |   |  |  |  |
|---|---|--|--|--|
| <input checked="" type="checkbox"/> <b>First Energy</b>             |   |  |  |  |
| <input checked="" type="checkbox"/> Ohio Edison                     | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Toledo Edison                   | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Cleveland Electric Illuminating | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> <b>Duke Energy</b>              | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
|   |   |  |  |  |
| <input checked="" type="checkbox"/> <b>American Electric Power</b>  |   |  |  |  |
| <input checked="" type="checkbox"/> Ohio Power                      | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |

|  |                                      |                                     |                                     |                                     |
|--|--------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| <input type="checkbox"/> Columbus Southern Power | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Dayton Power and Light  | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |

**A-11** Provide the approximate start date that the applicant proposes to begin delivering services

September 1, 2018

**PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:**

- A-12** **Exhibit A-12 "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-13** **Exhibit A-13 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-14** **Exhibit A-14 "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-15** **Exhibit A-15 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

## **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 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 or wholesale electric services.
- B-2** **Exhibit B-2 "Experience & Plans,"** provide a 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 4928.10 of the Revised Code.

**B-3**     **Exhibit B-3 "Summary of Experience,"** provide a concise summary of the applicant's experience in providing the service(s) it is seeking to be certified to provide (e.g. number and types of customers served, utility service areas, amount of load, etc.).

**B-4**     **Exhibit B-4 "Environmental Disclosure,"** provide a detailed description of how the applicant intends to determine its (a) generation resource mix, and (b) environmental characteristics, including air emissions and radioactive waste. This information shall include sufficient discussion so as to detail both the annual projection methodology and the proposed approach to compiling the quarterly actual environmental disclosure data. Additional details on this requirement may be obtained by referring to 4901:1-21-09.

**B-5**     **Exhibit B-5 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation 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-6**     Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever 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-6 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

**B-7**     Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ No            ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-7 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

## **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 in 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 the 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 financial to satisfy collateral requirements to conduct retail electric/gas business activity (e.g., parental or third party guarantees, contractual arrangements, credit agreements, etc.,).

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

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

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

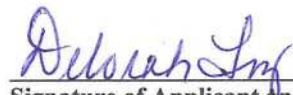
If the applicant is not taking title to the electricity or natural gas, enter “N/A “in Exhibit C-4. An N/A response is only applicable for applicants seeking to be certified as an aggregator or broker.

- C-5 Exhibit C-5 “Forecasted Financial Statements,”** provide two years of forecasted statements (balance sheet, income statement, and cash flow statement) for the applicant’s **ELECTRIC 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 forecast 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 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 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.

## D. APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:


- D-1 Exhibit D-1 "Operations" provide a written description of the operational nature of the applicant's business. Please include whether the applicant's operations will include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.
- D-2 Exhibit D-2 "Operations Expertise," given the operational nature of the applicant's business, provide evidence of the applicant's experience and technical expertise in performing such operations.
- D-3 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 business.
- D-4 Exhibit D-4 "FERC Power Marketer License Number," provide a statement disclosing the applicant's FERC Power Marketer License number. (Power Marketers only)



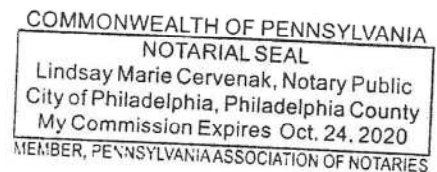
Signature of Applicant and Title

Deborah Fry, Assistant Secretary

Sworn and subscribed before me this 15<sup>th</sup> day of March, 2018  
Month Year

  
Signature of official administering oath

Lindsay Cervenak  
Print Name and Title



My commission expires on 10/24/20

# AFFIDAVIT

State of Pennsylvania:

Phila ss.  
(Town)

County of Philadelphia:

Deborah Fry, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the Assistant Secretary (Office of Affiant) of Green Mountain Energy Company (Name of Applicant);

That he/she is authorized to and does make this affidavit for said Applicant,

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.
2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.
3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.
4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.
5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.
6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
7. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief and that he/she expects said Applicant to be able to prove the same at any hearing hereof.

Deborah Fry  
Signature of Affiant & Title

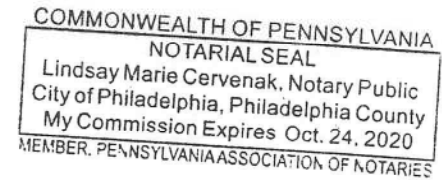
Deborah Fry, Assistant Secretary

Sworn and subscribed before me this 15<sup>th</sup> day of March, 2018  
Month Year

Lindsay Cervenak  
Signature of official administering oath

Lindsay Cervenak  
Print Name and Title

My commission expires on 10/24/20



**Exhibit A-12 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.

| <b>Name</b>         | <b>Title</b>        | <b>Address</b>                                | <b>Telephone</b> |
|---------------------|---------------------|---|------------------|
| Elizabeth Killinger | President           | 1201 Fannin St, 11th Fl.<br>Houston, TX 77002 | 609-524-4500     |
| David Callen        | Vice President      | 804 Carnegie Center<br>Princeton, NJ 08540    | 609-524-4500     |
| Daniel Keane        | Vice President      | 804 Carnegie Center<br>Princeton, NJ 08540    | 609-524-4500     |
| Krishna Koomar      | Vice President      | 804 Carnegie Center<br>Princeton, NJ 08540    | 609-524-4500     |
| Glen Mackey         | Vice President      | 804 Carnegie Center<br>Princeton, NJ 08540    | 609-524-4500     |
| Mark Parsons        | Vice President      | 1201 Fannin St,3rd Fl.<br>Houston, TX 77002   | 609-524-4500     |
| Gaetan Frotte       | Treasurer           | 804 Carnegie Center<br>Princeton, NJ 08540    | 609-524-4500     |
| Deborah Fry         | Assistant Secretary | 804 Carnegie Center<br>Princeton, NJ 08540    | 609-524-4500     |
| Judith Thompkins    | Assistant Secretary | 804 Carnegie Center<br>Princeton, NJ 08540    | 609-524-4500     |

**Exhibit A-13 "Company History,"** provide a concise description of the applicant's company history and principal business interests.

**Response:**

Green Mountain Energy Company ("GMEC") was formed on March 3<sup>rd</sup>, 1999. GMEC serves residential, commercial, industrial and institutional electricity customers in Illinois, Massachusetts, Maryland, New Jersey, New York, Pennsylvania and Texas. GMEC serves residential and small commercial natural gas customers in Maryland and Pennsylvania. GMEC offers renewable energy certificates (RECs) and carbon offset products to help reduce the environmental impact of everyday activities. GMEC is part of NRG Energy, Inc., a Fortune 200 company, that believes in creating value through best in class operations, reliable and efficient electric generation, and a retail platform serving residential and commercial businesses.

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "GREEN MOUNTAIN ENERGY COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE THIRTY-FIRST DAY OF MARCH, A.D. 2006, AT 1:30 O'CLOCK P.M.


CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRTEENTH DAY OF MARCH, A.D. 2007, AT 10:44 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIFTH DAY OF NOVEMBER, A.D. 2010, AT 9:03 O'CLOCK A.M.

3011848 8100X

110956717



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8994711

DATE: 08-26-11



STATE of DELAWARE

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

OF

GREEN MOUNTAIN ENERGY COMPANY

Green Mountain Energy Company, a corporation organized and existing by virtue of the General Corporation Law of the State of Delaware ("DGCL"), does hereby certify that:

FIRST: The present name of the corporation is Green Mountain Energy Company.

SECOND: The date of filing of the original Certificate of Incorporation of the corporation with the Secretary of State in the State of Delaware was March 3, 1999 and the original name of the corporation was GreenMountain.com Company.

THIRD: This Amended and Restated Certificate of Incorporation, which amends and restates the corporation's Certificate of Incorporation in its entirety, was duly adopted in accordance with Sections 242 and 245 of the DGCL.

FOURTH: The provisions of the Amended and Restated Certificate of Incorporation are as follows:

1. Name. The name of this corporation is Green Mountain Energy Company.
2. Registered Office. The registered office of this corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400 in the City of Wilmington 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. Purpose. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. Stock. The total number of shares of stock that this corporation shall have authority to issue is 15,000,000 shares of Common Stock, \$0.001 par value per share. Each share of Common Stock shall be entitled to one vote.
5. Change in Number of Shares Authorized. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.
6. Election of Directors. The election of directors need not be by written ballot unless the by-laws shall so require.

7. Authority of Directors. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.

8. Liability of Directors. A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this paragraph 8 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.


9. Indemnification. This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person (other than an action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person in order to enforce such person's rights under this paragraph 9). Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 9 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 9 shall not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

10. Records. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this corporation.

11. Meeting of Stockholders of Certain Classes. If at any time this corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.

IN WITNESS WHEREOF, the Company has caused this certificate to be executed by Robert P. Thomas, its Chief Legal Officer and Secretary, as of March 31, 2006.

GREEN MOUNTAIN ENERGY COMPANY

By:   
Name: Robert P. Thomas  
Title: Chief Legal Officer and  
Secretary

**STATE OF DELAWARE  
CERTIFICATE OF CHANGE  
OF REGISTERED AGENT AND/OR  
REGISTERED OFFICE**

The Board of Directors of Green Mountain Energy Company,  
a Delaware Corporation, on this 13th day of  
March, A.D. 2007, do hereby resolve and order that the  
location of the Registered Office of this Corporation within this State be, and the  
same hereby is Corporation Trust Center  
1209 Orange Street, in the City of Wilmington,  
County of New Castle Zip Code 19801.

The name of the Registered Agent therein and in charge thereof upon whom  
process against this Corporation may be served, is THE CORPORATION  
TRUST COMPANY.

The Corporation does hereby certify that the foregoing is a true copy of a  
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be  
signed by an authorized officer, the 13th day of March,  
A.D., 2007.

By: R.P. Thomas

Authorized Officer

Name: Robert P. Thomas

Print or Type

Title: Chief Legal Officer

**CERTIFICATE OF MERGER**

**OF**

**NRG Retail Acquisition Inc.  
a Delaware corporation**

**with and into**

**Green Mountain Energy Company  
a Delaware corporation**

**UNDER SECTION 251 OF THE GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned hereby certifies to the following information relating to the merger (the "Merger") of NRG Retail Acquisition Inc., a Delaware corporation, with and into Green Mountain Energy Company ("GMEC"), a Delaware corporation.

**FIRST:** The name and state of incorporation of each of the constituent corporations to the merger (the "Constituent Corporations") are as follows:

| <u>Name</u>                   | <u>State of Incorporation</u> |
|-------------------------------|-------------------------------|
| NRG Retail Acquisition Inc.   | Delaware                      |
| Green Mountain Energy Company | Delaware                      |

**SECOND:** The Agreement and Plan of Merger, dated as of September 15, 2010 (the "Merger Agreement"), by and among each of the Constituent Corporations, NRG Energy, Inc. and certain other parties thereto, has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.

**THIRD:** That GMEC shall be the corporation surviving the Merger (the "Surviving Corporation") and that the name of the Surviving Corporation shall remain: "Green Mountain Energy Company."

**FOURTH:** The Amended and Restated Certificate of Incorporation of GMEC, which was filed on March 31, 2006, shall be the Certificate of Incorporation of the Surviving Corporation.


**FIFTH:** The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is: 300 West Sixth Street, 9th Floor, Austin, Texas 78701.

**SIXTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

**SEVENTH:** This Certificate of Merger, and the Merger provided for herein, shall become effective at the time this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed as of the November 5, 2010.

GREEN MOUNTAIN ENERGY COMPANY

By:   
Name: PAUL D. THOMAS  
Title: CEO & PRESIDENT

**BY-LAWS**  
**OF**  
**GREEN MOUNTAIN ENERGY COMPANY**

**Section 1. LAW, CERTIFICATE OF INCORPORATION AND BY-LAWS**

1.1. These by-laws are subject to the certificate of incorporation of the corporation. In these by-laws, references to law, the certificate of incorporation and by-laws mean the law, the provisions of the certificate of incorporation and the by-laws as from time to time in effect.

**Section 2. STOCKHOLDERS**

2.1. Annual Meeting. The annual meeting of stockholders shall be held within six months after the end of each fiscal year on a date to be fixed by the board of directors or president, unless that day be a legal holiday or a weekend day, in which case the meeting shall be held at the same hour on the next succeeding day not a legal holiday or a weekend day, or at such other date and time as shall be designated from time to time by the board of directors and stated in the notice of the meeting, at which they shall elect a board of directors and transact such other business as may be required by law or these by-laws or as may properly come before the meeting.

2.2. Special Meetings. A special meeting of the stockholders may be called at any time by the chairman of the board, if any, the president or the board of directors. A special meeting of the stockholders shall be called by the secretary, or in the case of the death, absence, incapacity or refusal of the secretary, by an assistant secretary or some other officer, upon application of a majority of the directors. Any such application shall state the purpose or purposes of the proposed meeting. Any such call shall state the place or the means of remote communication, if any, date, hour, and purposes of the meeting and be provided in writing to the stockholders of record.

2.3. Place of Meeting. All meetings of the stockholders for the election of directors or for any other purpose shall be held at such place, within or without the State of Delaware, or, if so determined by the board of directors in its sole discretion, at no place (but rather by means of remote communication), as may be determined from time to time by the chairman of the board, if any, the president or the board of directors. Any adjourned session of any meeting of the stockholders shall be held at the place or (in the case of a meeting by means of remote communication) the means of remote communication designated in the vote of adjournment.

2.4. Notice of Meetings. Except as otherwise provided by law, notice of each meeting of stockholders stating the place, or the means of remote communication, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, the day and hour thereof and, in the case of a special meeting, the purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the meeting, to each stockholder entitled to vote thereat, and to each stockholder who, by law, by the certificate of incorporation or by these by-laws, is entitled to notice, by leaving such notice with him or at



his residence or usual place of business, or by depositing it in the United States mail, postage prepaid, and addressed to such stockholder at his address as it appears in the records of the corporation. Such notice shall be given by the secretary, or by an officer or person designated by the board of directors, or in the case of a special meeting by the officer calling the meeting. As to any adjourned session of any meeting of stockholders, notice of the adjourned meeting need not be given if the time and place thereof or (in the case of a meeting by means of remote communication) the means of remote communication are announced at the meeting at which the adjournment was taken except that if the adjournment is for more than thirty days or if after the adjournment a new record date is set for the adjourned session, notice of any such adjourned session of the meeting shall be given in the manner heretofore described. No notice of any meeting of stockholders or any adjourned session thereof need be given to a stockholder if a written waiver of notice, executed before or after the meeting or such adjourned session by such stockholder, is filed with the records of the meeting or if the stockholder attends such meeting without objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the stockholders or any adjourned session thereof need be specified in any written waiver of notice.

2.5. Quorum of Stockholders. At any meeting of the stockholders a quorum as to any matter shall consist of a majority of the votes entitled to be cast on the matter, except where a larger quorum is required by law, by the certificate of incorporation or by these by-laws. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present. If a quorum is present at an original meeting, a quorum need not be present at an adjourned session of that meeting. Shares of its own stock belonging to the corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of any corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

2.6. Action by Vote. When a quorum is present at any meeting of the stockholders, a plurality of the votes properly cast for election to any office or for election of any director shall elect to such office or director position and a majority of the votes properly cast upon any question other than an election to an office or director position shall decide the question, except when a larger vote is required by law, by the certificate of incorporation or by these by-laws. Voting at meetings of stockholders need not be by written ballot and may be by electronic means, in each case as determined by the board of directors in its sole discretion.

2.7. Action without Meetings. Unless otherwise provided in the certificate of incorporation, any action required or permitted to be taken by stockholders for or in connection with any corporate action may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the corporation by delivery to its registered office in Delaware by hand or certified or registered mail, return receipt requested, to its principal place of business or to an officer or agent of the corporation having custody of the book



in which proceedings of meetings of stockholders are recorded. Each such written consent shall bear the date of signature of each stockholder who signs the consent. No written consent shall be effective to take the corporate action referred to therein unless written consents signed by a number of stockholders sufficient to take such action are delivered to the corporation in the manner specified in this paragraph within sixty days of the earliest dated consent so delivered.

If action is taken by consent of stockholders and in accordance with the foregoing, there shall be filed with the records of the meetings of stockholders the writing or writings comprising such consent.

If action is taken by less than unanimous consent of stockholders, prompt notice of the taking of such action without a meeting shall be given by the corporation to those who have not consented in writing and a certificate signed and attested to by the secretary that such notice was given shall be filed with the records of the meetings of stockholders.

In the event that the action which is consented to is such as would have required the filing of a certificate under any provision of the General Corporation Law of the State of Delaware, if such action had been voted upon by the stockholders at a meeting thereof, the certificate filed under such provision shall state, in lieu of any statement required by such provision concerning a vote of stockholders, that written consent has been given under Section 228 of said General Corporation Law and that written notice has been given as provided in such Section 228.

2.8. Proxy Representation. Every stockholder may authorize another person or persons to act for him by proxy in all matters in which a stockholder is entitled to participate, whether by waiving notice of any meeting, objecting to or voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the stockholder or by his attorney-in-fact. No proxy shall be voted or acted upon after three years from its date unless such proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and, if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally. The authorization of a proxy may but need not be limited to specified action, provided, however, that if a proxy limits its authorization to a meeting or meetings of stockholders, unless otherwise specifically provided such proxy shall entitle the holder thereof to vote at any adjourned session but shall not be valid after the final adjournment thereof.

2.9. Inspectors. The directors or the person presiding at the meeting may, and shall if required by applicable law, appoint one or more inspectors of election and any substitute inspectors to act at the meeting or any adjournment thereof. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the person presiding at the meeting, the

inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them.

2.10. List of Stockholders. At least ten days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, arranged in alphabetical order and showing the address of each stockholder and the number of shares registered in his or her name shall be prepared by the officer or agent having charge of the stock transfer books and shall be open to examination by any stockholder on either a reasonably accessible electronic network (for which such information required to access the electronic network shall be provided with the notice of the meeting) or at the corporation's principal place of business during ordinary hours. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, as required by applicable law. If the meeting is to be held at a place, such list shall be produced and kept open at the time and place of the meeting during the whole time thereof, and shall be subject to the inspection of any stockholder who may be present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting. The stock ledger shall be the only evidence as to who are stockholders entitled to examine such list or to vote in person or by proxy at such meeting.

### **Section 3. BOARD OF DIRECTORS**

3.1. Number. The corporation shall have one or more directors, the number of directors to be determined from time to time by vote of a majority of the directors then in office. No decrease in the number of directors constituting the board of directors may shorten the remaining term of any incumbent director. No director need be a stockholder.

3.2. Tenure. Except as otherwise provided by law, by the certificate of incorporation or by these by-laws, each director shall hold office until the next annual meeting of stockholders and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

3.3. Powers. The business and affairs of the corporation shall be managed by or under the direction of the board of directors who shall have and may exercise all the powers of the corporation and do all such lawful acts and things as are not by law, the certificate of incorporation or these by-laws directed or required to be exercised or done by the stockholders.

3.4. Vacancies. Vacancies and any newly created directorships resulting from any increase in the number of directors may be filled by vote of the holders of the particular class or series of stock entitled to elect such director at a meeting called for the purpose, or by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, in each case elected by the particular class or series of stock entitled to elect such directors. When one or more directors shall resign from the board, effective at a future date, a majority of the directors then in office, including those who have resigned, who were elected by the particular class or series of stock entitled to elect such resigning director or directors shall have power to fill such vacancy or vacancies, the vote or action by writing thereon to take effect when such resignation or resignations shall become effective. The directors shall have and may exercise all

their powers notwithstanding the existence of one or more vacancies in their number, subject to any requirements of law or of the certificate of incorporation or of these by-laws as to the number of directors required for a quorum or for any vote or other actions.

3.5. Committees. The board of directors may (a) designate, change the membership of or terminate the existence of any committee or committees, each committee to consist of one or more of the directors; and (b) determine the extent to which each such committee shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, including the power to authorize the seal of the corporation to be affixed to all papers which require it and the power and authority to declare dividends or to authorize the issuance of stock; excepting, however, such powers which by law, by the certificate of incorporation or by these by-laws they are prohibited from so delegating. Except as the board of directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the board or such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these by-laws for the conduct of business by the board of directors. Each committee shall keep regular minutes of its meetings and report the same to the board of directors upon request.

3.6. Regular Meetings. Regular meetings of the board of directors may be held without call or notice at such places within or without the State of Delaware and at such times as the board may from time to time determine, provided that notice of the first regular meeting following any such determination shall be given to absent directors. A regular meeting of the directors may be held without call or notice immediately after and at the same place as the annual meeting of stockholders.

3.7. Special Meetings. Special meetings of the board of directors may be held at any time and at any place within or without the State of Delaware designated in the notice of the meeting, when called by the chairman of the board, if any, the president, or by one-third or more in number of the directors, reasonable notice thereof being given to each director by the secretary or by the chairman of the board, if any, the president or any one of the directors calling the meeting.

3.8. Notice. It shall be reasonable and sufficient notice to a director to send notice by mail at least three business days or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

3.9. Quorum. Except as may be otherwise provided by law, by the certificate of incorporation or by these by-laws, at any meeting of the directors a majority of the directors then in office shall constitute a quorum; a quorum shall not in any case be less than one-third of the total number of director positions constituting the whole board. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.10. Action by Vote. Except as may be otherwise provided by law, by the certificate of incorporation or by these by-laws, when a quorum is present at any meeting the vote of a majority of the directors present shall be the act of the board of directors.

3.11. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the board of directors or a committee thereof may be taken without a meeting if all the members of the board or of such committee, as the case may be, consent thereto in writing or by electronic transmission, and such writings or electronic transmissions are filed with the records of the meetings of the board or of such committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Such consent shall be treated for all purposes as the act of the board or of such committee, as the case may be.

3.12. Participation in Meetings by Conference Telephone. Members of the board of directors, or any committee designated by such board, may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other or by any other means permitted by law. Such participation shall constitute presence in person at such meeting.

3.13. Compensation. In the discretion of the board of directors, each director may be paid such fees for his services as director and be reimbursed for his reasonable expenses incurred in the performance of his duties as director as the board of directors from time to time may determine. Nothing contained in this section shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

3.14. Interested Directors and Officers.

(a) No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of the corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(2) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(3) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors, a committee thereof, or the stockholders.



(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

#### Section 4. OFFICERS AND AGENTS

4.1. Enumeration; Qualification. The officers of the corporation shall be a president, a treasurer, a secretary and such other officers, if any, as the board of directors from time to time may in its discretion elect or appoint including without limitation a chairman of the board, one or more vice presidents and a controller. The corporation may also have such agents, if any, as the board of directors from time to time may in its discretion choose. Any officer may be but none need be a director or stockholder. Any two or more offices may be held by the same person. Any officer may be required by the board of directors to secure the faithful performance of his duties to the corporation by giving bond in such amount and with sureties or otherwise as the board of directors may determine.

4.2. Powers. Subject to law, to the certificate of incorporation and to the other provisions of these by-laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such additional duties and powers as the board of directors may from time to time designate.

4.3. Election. The officers may be elected by the board of directors at their first meeting following the annual meeting of the stockholders or at any other time. At any time or from time to time the directors may delegate to any officer their power to elect or appoint any other officer or any agents.

4.4. Tenure. Each officer shall hold office until the first meeting of the board of directors following the next annual meeting of the stockholders and until his respective successor is chosen and qualified unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors, or the officer by whom he was appointed or by the officer who then holds agent appointive power.

4.5. Chairman of the Board of Directors, President and Vice President. The chairman of the board, if any, shall have such duties and powers as shall be designated from time to time by the board of directors. Unless the board of directors otherwise specifies, the chairman of the board, or if there is none the chief executive officer, shall preside, or designate the person who shall preside, at all meetings of the stockholders and of the board of directors.

Unless the board of directors otherwise specifies, the president shall be the chief executive officer and shall have direct charge of all business operations of the corporation and, subject to the control of the directors, shall have general charge and supervision of the business of the corporation.

Any vice presidents shall have such duties and powers as shall be set forth in these by-laws or as shall be designated from time to time by the board of directors or by the president.

4.6. Treasurer and Assistant Treasurers. Unless the board of directors otherwise specifies, the treasurer shall be the chief financial officer of the corporation and shall be in charge of its funds and valuable papers, and shall have such other duties and powers as may be designated from time to time by the board of directors or by the president. If no controller is elected, the treasurer shall, unless the board of directors otherwise specifies, also have the duties and powers of the controller.

Any assistant treasurers shall have such duties and powers as shall be designated from time to time by the board of directors, the president or the treasurer.

4.7. Controller and Assistant Controllers. If a controller is elected, he shall, unless the board of directors otherwise specifies, be the chief accounting officer of the corporation and be in charge of its books of account and accounting records, and of its accounting procedures. He shall have such other duties and powers as may be designated from time to time by the board of directors, the president or the treasurer.

Any assistant controller shall have such duties and powers as shall be designated from time to time by the board of directors, the president, the treasurer or the controller.

4.8. Secretary and Assistant Secretaries. The secretary shall record all proceedings of the stockholders, of the board of directors and of committees of the board of directors in a book or series of books to be kept therefor and shall file therein all actions by written consent of stockholders or directors. In the absence of the secretary from any meeting, an assistant secretary, or if there be none or he is absent, a temporary secretary chosen at the meeting, shall record the proceedings thereof. Unless a transfer agent has been appointed the secretary shall keep or cause to be kept the stock and transfer records of the corporation, which shall contain the names and record addresses of all stockholders and the number of shares registered in the name of each stockholder. He shall have such other duties and powers as may from time to time be designated by the board of directors or the president.

Any assistant secretaries shall have such duties and powers as shall be designated from time to time by the board of directors, the president or the secretary.

## **Section 5. RESIGNATIONS AND REMOVALS**

5.1. Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, or the secretary or to a meeting of the board of directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and without in either case the necessity of its being accepted unless the resignation shall so state. Except as may be otherwise provided by law, by the certificate of incorporation or by these by-laws, a director (including persons elected by stockholders or directors to fill vacancies in the board) may be removed from office with or without cause by the vote of the holders of a majority of the issued and outstanding shares of the particular class or series entitled to vote in the election of such directors. The board of directors may at any time remove any officer either with or without cause. The board of directors may at any time terminate or modify the authority of any agent.

## Section 6. VACANCIES

6.1. If the office of the president or the treasurer or the secretary becomes vacant, the directors may elect a successor. If the office of any other officer becomes vacant, any person or body empowered to elect or appoint that officer may choose a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, the treasurer and the secretary until his successor is chosen and qualified or in each case until he sooner dies, resigns, is removed or becomes disqualified. Any vacancy of a directorship shall be filled as specified in Section 3.4 of these by-laws.

## Section 7. CAPITAL STOCK

7.1. Stock Certificates. Each stockholder shall be entitled to a certificate stating the number and the class and the designation of the series, if any, of the shares held by him, in such form as shall, in conformity to law, the certificate of incorporation and the by-laws, be prescribed from time to time by the board of directors. Such certificate shall be signed by the chairman or vice chairman of the board, if any, or the president or a vice president and by the treasurer or an assistant treasurer or by the secretary or an assistant secretary. Any of or all the signatures on the certificate may be a facsimile. In case an officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the time of its issue.

7.2. Loss of Certificates. In the case of the alleged theft, loss, destruction or mutilation of a certificate of stock, a duplicate certificate may be issued in place thereof, upon such terms, including receipt of a bond sufficient to indemnify the corporation against any claim on account thereof, as the board of directors may prescribe.

## Section 8. TRANSFER OF SHARES OF STOCK

8.1. Transfer on Books. Subject to the restrictions, if any, stated or noted on the stock certificate, shares of stock may be transferred on the books of the corporation by the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the board of directors or the transfer agent of the corporation may reasonably require. Except as may be otherwise required by law, by the certificate of incorporation or by these by-laws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to receive notice and to vote or to give any consent with respect thereto and to be held liable for such calls and assessments, if any, as may lawfully be made thereon, regardless of any transfer, pledge or other disposition of such stock until the shares have been properly transferred on the books of the corporation.

It shall be the duty of each stockholder to notify the corporation of his post office address.

8.2. Record Date. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which record date shall not be more than sixty nor less than ten days before the date of such meeting. If no such record date is fixed by the board of directors, the record date for determining the stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

In order that the corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the board of directors. If no such record date has been fixed by the board of directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the board of directors is required by the General Corporation Law of the State of Delaware, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in Delaware by hand or certified or registered mail, return receipt requested, to its principal place of business or to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. If no record date has been fixed by the board of directors and prior action by the board of directors is required by the General Corporation Law of the State of Delaware, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the board of directors adopts the resolution taking such prior action.

In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty days prior to such payment, exercise or other action. If no such record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

## **Section 9. CORPORATE SEAL**

9.1. Subject to alteration by the directors, the seal of the corporation shall consist of a flat-faced circular die with the word "Delaware" and the name of the corporation cut or engraved thereon, together with such other words, dates or images as may be approved from time to time by the directors.



## **Section 10. EXECUTION OF PAPERS**

10.1. Except as the board of directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts or other obligations made, accepted or endorsed by the corporation shall be signed by the chairman of the board, if any, the president, a vice president or the treasurer.

## **Section 11. NOTICES AND WAIVERS GENERALLY**

11.1. Form of Notice. Whenever by law, the certificate of incorporation or these by-laws, notice is to be given to any director or stockholder, and no provision is made as to how such notice will be given, such notice shall be given, in writing, by mail, postage prepaid, addressed to such director or stockholder at such address as appears on the books of the corporation. Any notice required or permitted to be given by mail shall be deemed to be given three business days after the same is deposited in the United States mails. Notice to stockholders may be given by a form of electronic transmission if consented to by the stockholders to whom notice is given.

Notice to directors may be given by telecopier, electronic mail or other means of electronic transmission.

11.2. Waivers. Whenever any notice is required to be given to any stockholder or director as required by law, the certificate of incorporation or these by-law, a waiver thereof in writing signed by the person or persons entitled to such notice or a waiver of notice by electronic transmission, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a stockholder or director at a meeting shall constitute a waiver of notice of such meeting, except where such stockholder or director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

## **Section 12. FISCAL YEAR**

12.1. The fiscal year of the corporation shall end on the 31<sup>st</sup> of December in each year.

## **Section 13. AMENDMENTS**

13.1. These by-laws may be adopted, amended or repealed by vote of a majority of the directors then in office or by vote of a majority of the voting power of the stock outstanding and entitled to vote. Any by-law, whether adopted, amended or repealed by the stockholders or directors, may be amended or reinstated by the stockholders or the directors.



| DATE:      | DOCUMENT ID  | DESCRIPTION                      | FILING | EXPED | PENALTY | CERT | COPY |
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| 01/08/2001 | 200100600480 | FOREIGN LICENSE/FOR-PROFIT (FLF) | 100.00 | .00   | .00     | .00  | .00  |

**Receipt**

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

C.T. CORPORATION SYSTEM  
17 S. HIGH STREET  
COLUMBUS, OH 43215

**STATE OF OHIO****Ohio Secretary of State, J. Kenneth Blackwell****1199732**

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

**GREEN MOUNTAIN ENERGY COMPANY**

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

Document(s)

**FOREIGN LICENSE/FOR-PROFIT**

Document No(s):

**200100600480**

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



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 December,  
A.D. 2000.

*J. Kenneth Blackwell*  
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

## FOREIGN CORPORATION APPLICATION FOR LICENSE

1. The name of the corporation is Green Mountain Energy Company
2. The application is made to secure a ☒ permanent ☐ temporary license.
3. The corporation was incorporated on 03/03/99 under the laws of the state of Delaware  
(month day year)
4. The corporation's principal office is located at  
3815 Capital of Texas Highway South, Suite 100  
(street address)  
Austin Texas 78704  
(city, township, or village) (state) (zip code)
5. The corporation's principal office within Ohio is to be located in ☒ Corp will not have an office in Ohio  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, township, or village) (county) (zip code)
6. The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in the state of Ohio. The name and complete address of the statutory agent is: ( see item 3 in instructions)
- C T Corporation System 1300 East 9th Street  
(name) (street and number)  
Cleveland \_\_\_\_\_, Ohio 44114  
(city, village or township) (zip code)
- (NOTE: P.O. Box addresses are not acceptable.)
7. The corporation irrevocably consents to service of process on the statutory agent listed above as long the authority of the agent continues, and to service of process upon the SECRETARY OF STATE if
- the agent cannot be found, or
  - the corporation fails to designate another agent when required to do so, or
  - the corporation's license to do business in Ohio expires or is cancelled.
8. The corporation will exercise the following corporate purpose(s) in Ohio:  
(Please provide a brief but specific description; a general purpose clause is not sufficient.)  
selling of electricity in retail markets
9. Has the corporation obtained a license to transact business in Ohio at any time in the past? ☐ Yes ☒ No  
If yes, prior License No. \_\_\_\_\_ issued \_\_\_\_\_  
(date)
10. The date on which the corporation began transacting business in Ohio:  
☐ Date \_\_\_\_\_  
OR  
☒ will begin business upon approval of application.

**J. Kenneth Blackwell**  
Secretary of State

11. Is this application being made to enable the corporation to prosecute or defend a legal action?  
(USE INSTRUCTION NO. 4)

☐ Yes☒ No

**NOTARIZATION**

STATE OF Texas

SS.

COUNTY OF Travis

I, Paul D. Thomas being duly sworn, state that I am the  
President & COO of Green Mountain Energy Company and that the foregoing statements  
(title)  
are true and correct to the best of my knowledge and belief.

Signature:

Paul D. Thomas

Name: Paul D. Thomas

SWORN TO AND SUBSCRIBED IN MY PRESENCE ON 12/20/00

(date)

Signature:

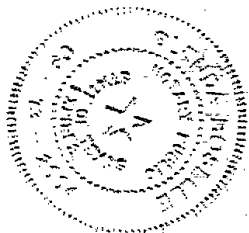
Glenda Roselle

Name: Glenda Roselle

NOTARY SEAL

My commission expires on 9/13/04

(date)



*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

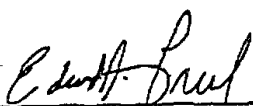
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GREEN MOUNTAIN ENERGY COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

3011848 8300

001638725

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0867130

DATE: 12-20-00

**Exhibit B-1 “Jurisdictions of Operation,”** provide a 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 or wholesale electric services.

**NRG Retail Affiliates: State License Numbers**

| State | Energy Plus Holdings LLC<br>3711 Market Street, Suite 1000<br>Philadelphia, PA 19104 | Independence Energy Group LLC<br>3711 Market Street, Suite 1000<br>Philadelphia, PA 19104 | Energy Plus Natural Gas LLC<br>3711 Market Street, Suite 1000<br>Philadelphia, PA 19104                 | Reliant Energy Northeast LLC<br>3711 Market Street, Suite 1000<br>Philadelphia, PA 19104             | Green Mountain Energy Company<br>3711 Market Street, Suite 1000<br>Philadelphia, PA 19104   | Reliant Energy Retail Services LLC<br>1201 Fannin Street<br>Houston, TX 77002 | US Retailers LLC<br>1201 Fannin Street<br>Houston, TX 77002 | Everything Energy LLC<br>1201 Fannin Street<br>Houston, TX 77002 |
|-------|--|---|---|--|---|---|---|--|
| CT    | Electric: Docket 09-01-21<br>Electric: Order 7698<br>EA 11-6-5                       | Electric: Docket 11-11-04   |   | Electric: Docket 11-05-20<br>Electric: Order Nos. 7894 & 8035<br>Electric: EA 10-15                  | Electric: Docket No. 11-313, Order No. 8036<br>Electric: Docket EA 11-16  |   |   |  |
| DE    |  |   |   |  |   |   |   |  |
| DC    |  |   |   |  |   |   |   |  |
| IL    | Electric: Docket No. 10-0497   | Electric: Docket No. 11-0277  |   | Electric: Docket #11-0504<br>Natural Gas: Docket #15-0179<br>Electric: Docket 2015-00224             | Electric: Docket No. 12-0477 & 11-0326<br>Natural Gas: Docket No. 16-0354   |   |   |  |
| ME    |  |   |   | Electric: IR-2058<br>Natural Gas: IR-3480<br>Electric: CS-081<br>Natural Gas: RA-154                 | Electric: IR-2790 & IR-2345<br>Natural Gas: IR-3752<br>Electric: CS-083   |   |   |  |
| MD    | Electric: IR-1805  |   | Natural Gas: IR-2216  |  |   |   |   |  |
| MA    | Electric: CS-072   |   |   |  |   |   |   |  |
| NH    |  |   |   | Electric: DM 15-287  |   |   |   |  |
| NJ    | Electric: ESL-0087   | Electric: ESL-0100  | Natural Gas: GSL-0100   | Electric: ESL-0093<br>Natural Gas: GSL-0176<br>Licensed - no license # given<br>(ESCO Code RELI)     | Electric: ESL-0098<br>Electric & Natural Gas: Licensed - no license # given<br>ESCO eligibility letters dated 4/8/2009 and 8/3/2011 |   |   |  |
| NY    | Electric: Licensed - no license # given<br>ESCO eligibility letter dated 8/8/07      | Electric: Licensed - no license # given<br>ESCO eligibility letter dated 5/3/11           | Natural Gas: Licensed - no license # given<br>(ESCO Code EPGS)<br>GSCO eligibility letter dated 7/31/08 | ESCO eligibility letter dated 8/26/11<br>NGSCO eligibility letter dated 2/17/15                      |   |   |   |  |
| OH    | Electric: 11-341E  | Electric: 12-552E   | Natural Gas: 11-222G  | Electric: 11-401E<br>Natural Gas: 17-591G<br>Electric: A-2010-2192350<br>Natural Gas: A-2015-2478293 |   |   |   |  |
| PA    | Electric: A-2009-2139745   | Electric: A-2011-226337<br>Natural Gas: A-2013-239649                                     |   |  | Electric: A-2011-2229050<br>Natural Gas: A-2017-2583732   |   |   |  |
| RI    |  |   |   | Electric: Docket D-96-6(P7)  |   |   |   |  |
| TX    | Electric: 10172  |   |   |  | Electric: 10009   | Electric: 10007   | Electric: 10177   | Electric: 10178  |
| VA    |  |   |   | Electric: E-32   |   |   |   |  |

Effective March 2018

**Exhibit B-2 "Experience & Plans,"** provide a 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 4928.10 of the Revised Code.

**Response:**

Green Mountain Energy Company ("GMEC") utilizes a mix of marketing channels to reach potential customers and utilizes utility consolidated billing to provide billing statements to customers. GMEC has an in-house customer service team reachable via a toll free phone number to respond to customer inquiries and/or complaints. Services provided by the call center include handling calls regarding inquiries related to bills, awards, discretionary service orders, and other routine matters.

In addition, the team at GMEC has worked closely with the Public Service Commissions in each state to ensure both adherence to, and contribution toward, policies and regulations that will continue to promote the competitive landscape in the states of Illinois, Massachusetts, Maryland, New Jersey, New York and Pennsylvania.

GMEC employs a sales and marketing compliance review process that ensures that all customer-facing material is reviewed for regulatory and legal compliance prior to being deployed in the field. Our Creative Review Process (CRP) utilizes a Share Point site that serves as the central clearinghouse. All customer and external facing collateral material is submitted for review, including: all marketing message maps/documents; solicitation materials (direct mail, email, phone/door-to-door/face to face events/campaigns, etc.); marketing collateral; advertising (web, TV, radio, bill boards, etc.); agent training materials; agent scripts (sales, call center reps, TPV, etc.); welcome kits/letters; renewal letters; customer notices/communications; website content; press releases; etc. All GMEC employees involved in the production of customer facing materials have access to the CRP system and submit their materials for review and approval by our compliance review team.

As customer service and satisfaction are core principles of GMEC's business model, GMEC takes the necessary actions to ensure that it is in compliance with all regulatory requirements. GMEC includes the following core principles into its business operations:

- **Call Center Reps:** GMEC customer service agent training content covers customer choice, product details, and market/sales regulations within 80 hours of instructor led training, and 40 hours of on the job training. Upon completion of training, all agents are required to sign a Quality Assurance Agreement indicating that they understand specific market/sales regulations and that they will follow applicable guidelines. All call center agents are audited each month to ensure quality standards and compliance with regulations, and there are penalties for non-compliance.
- **Full-time Quality Assurance Staff:** We employ full-time in-house staff located at our corporate office and in the field offices; their full time jobs are to train, monitor, evaluate, audit all face-to-face sales activities and proactively address concerns/issues in an effort to avoid/minimize complaints. They also ensure agents have the materials/ resources they need. Market managers are assigned to each state to manage all face-to-face product offers and campaigns and interact with agents/vendors on an ongoing basis.
- **Robust training and certification process:** All agent training is conducted either by our own QA analysts or a vendor trainer that has been certified by our QA analyst. GMEC provides all training materials. Training is ongoing depending on the season – in the summer – typically weekly. Agents trained on the code of ethics/consumer protection rules, uniform requirements, sales

techniques, our products, and the proper procedures for completing the sales transaction and TPV.

- **Thorough auditing process:** includes performance measures and scoring metrics for individual agents. The goal is to identify trends/discrepancies that raise flags and help us to identify and address problems with our agents. Process includes face-to-face audits as well as audits of enrollment forms, TPV calls, and outbound surveying of customers.
- **Detailed performance measures for agents:** allows us to objectively rate and track agent performance; Agents rated on 10 areas of performance measured during face-to-face audits – range from visibility of ID badge, uniform/appearance, behavior, proper materials used, current disclosure statement, proper explanation of competition/restructuring, choice, utility and retailer roles; accuracy of product description, sales technique, accuracy of explanation of key terms, provision of rescission notice and copies of materials, proper completion of enrollment forms/tablet process, proper transfer to TPV.
- **Robust complaint handling/discipline process:** process established to address concerns/issues with agents; GMEC monitors and tracks all complaints and categorizes them according to severity, and to specifically identify major/mid-level complaints (disputed enrollments, misrepresentation, behavior, PUC complaints, etc.); established guidelines dictate course of disciplinary action.
- GMEC has made the Anti-Discrimination Rules easily accessible by the company's employees on a regular basis.
- GMEC will make customers aware of the process to file a complaint with GMEC and how to contact the Public Utilities Commission of Ohio.



**Exhibit B-3 "Summary of Experience,"** provide a concise summary of the applicant's experience in providing the service(s) it is seeking to be certified to provide (e.g. number and types of customers served, utility service areas, amount of load, etc.).

**Response:**

Green Mountain Energy Company currently serves both residential and small commercial retail electric services to customers in Illinois, Massachusetts, Maryland, New Jersey, New York, Pennsylvania and Texas. Additionally, GMEC provides retail natural gas to residential and small commercial customers in Maryland and Pennsylvania.

**Exhibit B-4 "Environmental Disclosure,"** provide a detailed description of how the applicant intends to determine its (a) generation resource mix, and (b) environmental characteristics, including air emissions and radioactive waste. This information shall include sufficient discussion so as to detail both the annual projection methodology and the proposed approach to compiling the quarterly actual environmental disclosure data. Additional details on this requirement may be obtained by referring to 4901:1-21-09.

**Response:**

GMEC does not own generation sources and will supply customers in the State through power purchased from the PJM Interconnection. All Environmental Disclosure information for GMEC will reflect the characteristics reported by the PJM GATS system, including Energy Source Mix and Air Emissions data.

**Exhibit B-5 "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.

**Response:**

GMEC does not have any existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the GMEC's financial or operational status or ability to provide the services it is seeking to be certified to provide.

**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 in 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.)

**Response:**

Green Mountain Energy Company does not prepare stand-alone audited financial statements, but is included in the financial statements of NRG Energy, Inc., its ultimate parent company.

NRG Energy, Inc.'s two most recent Annual Reports can be found at the following link:

<http://investors.nrg.com/phoenix.zhtml?c=121544&p=irol-reportsannual>

**Exhibit C-2 “SEC Filings,”** provide the most recent 10-K/8-K Filings with the SEC. If the 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.

**Response:**

Green Mountain Energy Company does not prepare stand- alone audited financial statements, but is included in the financial statements of NRG Energy, Inc., its ultimate parent company.

NRG Energy, Inc.'s most recent 10-K/8-K Filings can be found here: <http://www.nrgenergy.com/sec>

**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).

**Response:**

Green Mountain Energy Company does not prepare stand- alone audited financial statements, but is included in the financial statements of NRG Energy, Inc., its ultimate parent company.

NRG Energy, Inc.'s two most recent audited financial statements are included in its 10Ks and can be found here: <http://www.nrgenergy.com/sec>

**Exhibit C-4 “Financial Arrangements,”** provide copies of the applicant's financial to satisfy collateral requirements to conduct retail electric/gas business activity (e.g., parental or third party guarantees, contractual arrangements, credit agreements, etc.,). 4. Posting a Letter of Credit with the LDU(s) as the beneficiary.

**Response:**

See letter from Duke Energy in Exhibit C-4.1.



104 East Fourth  
EX396  
Cincinnati, Ohio 45202

March 19, 2018

Green Mountain Energy Company has met the Electric Collateral obligations for Duke Energy Corporation as of March 19, 2018.

*Tom Hunt*

Duke Energy Corp  
Certified Supplier Business Center  
[Tom.Hunt@Duke-Energy.com](mailto:Tom.Hunt@Duke-Energy.com)





**Exhibit C-5 “Forecasted Financial Statements,”** provide two years of forecasted income statements for the applicant’s **ELECTRIC 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.

**Response:**

This exhibit contains confidential and proprietary information and has been submitted under seal.

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

**Response:**

Green Mountain Energy Company does not have a credit rating, but its ultimate parent, NRG Energy, Inc.'s credit rating from Moody's and Standard & Poor's are attached, along with a statement by Deborah Fry, Assistant Secretary guaranteeing the obligations of Green Mountain Energy Company as **Exhibit C-6.1**.

Exhibit C-6.1

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## NRG Energy, Inc.

Ticker: NRG    Moody's Org ID: 806927478    LEI: 5E2UPK5SW04M13XY7I38    Market Segment: Corporates  
 Industry: ENERGY UNREG - ELECTR PRODUCTION    Peer Group: Unreg Utilities and Unreg Power Companies  
 Domicile: UNITED STATES

### ANALYST

 Analyst: [Toby Shea](#)

### LONG TERM RATING

Rating: [Ba3](#), Not on Watch  
 Type: [LT Corporate Family Ratings - Dom Curr](#)  
 Date: **06 Oct 2017**

### SHORT TERM RATING

Rating: [SGL-2](#), Not on Watch  
 Type: [Speculative Grade Liquidity Rating](#)  
 Date: **21 Mar 2016**

### OUTLOOK

Positive  
 Date: **06 Oct 2017**

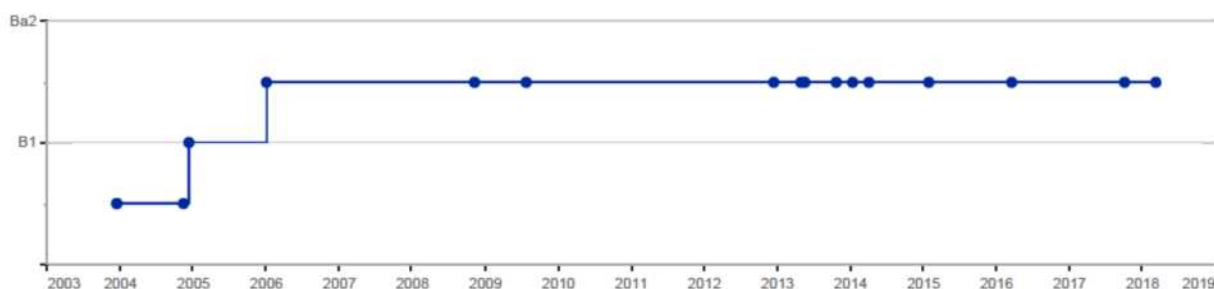
### OTHER DEBTS ON WATCH?

No

[Research](#) | [Ratings](#) | [Family Tree](#) | [Peer Group](#) | [Market Signals](#)
[Rating Class Detail](#) | [Debt List](#) | [Issuer Outlook](#)
[Export](#) Results: 9

| Class                                  | Rating     | Rating Action      | Date        |
|--|------------|--------------------|-------------|
| LT Corporate Family Ratings (Domestic) | Ba3        | RATING AFFIRMATION | 06 Oct 2017 |
| Probability of Default                 | Ba3-PD     | RATING AFFIRMATION | 21 Mar 2016 |
| Speculative Grade Liquidity Rating     | SGL-2      | RATING AFFIRMATION | 21 Mar 2016 |
| Senior Unsecured (Domestic)            | B1         | RATING AFFIRMATION | 21 Mar 2016 |
| LGD Senior Unsecured (Domestic)        | LGd4 - 67% | RATING ADJUSTMENT  | 04 Apr 2014 |
| LGD BACKED Senior Secured (Domestic)   | LGd2 - 12% | RATING ADJUSTMENT  | 02 Feb 2015 |
| BACKED Senior Secured (Domestic)       | Ba3        | RATING AFFIRMATION | 21 Mar 2016 |

### Rating Class History: LT Corporate Family Ratings (Domestic)

[Export](#) Results: 16

| Date        | Currency | Rating | Rating Action                 |
|-------------|----------|--------|-------------------------------|
| 06 Oct 2017 | Domestic | Ba3    | RATING AFFIRMATION            |
| 21 Mar 2016 | Domestic | Ba3    | RATING AFFIRMATION            |
| 02 Feb 2015 | Domestic | Ba3    | RATING AFFIRMATION            |
| 04 Apr 2014 | Domestic | Ba3    | RATING AFFIRMATION            |
| 13 Jan 2014 | Domestic | Ba3    | RATING AFFIRMATION            |
| 21 Oct 2013 | Domestic | Ba3    | RATING AFFIRMATION            |
| 22 May 2013 | Domestic | Ba3    | RATING AFFIRMATION            |
| 01 May 2013 | Domestic | Ba3    | CONFIRMED                     |
| 14 Dec 2012 | Domestic | Ba3    | On Watch - Possible Downgrade |
| 23 Jul 2009 | Domestic | Ba3    | CONFIRMED                     |
| 12 Nov 2008 | Domestic | Ba3    | On Watch - Possible Upgrade   |
| 06 Jan 2006 | Domestic | Ba3    | Upgrade                       |
| 10 Dec 2004 | Domestic | B1     | Upgrade                       |
| 15 Nov 2004 | Domestic | B2     | On Watch - Possible Upgrade   |
| 17 Dec 2003 | Domestic | B2     | CONFIRMED                     |
| 15 Dec 2003 | Domestic | B2     | New                           |

For credit ratings that are derived exclusively from an existing credit rating of a program, series, category/class of debt, support provider or primary rated entity, or that replace a previously assigned provisional rating at the same rating level, Moody's publishes a rating announcement on that series, category/class of debt or program as a whole, on the support provider or primary rated entity, or on the provisional rating, but often does not publish a specific rating announcement on each subsequent bond or note for which the credit rating is derived from the existing credit rating. Rating announcements are usually press releases classified as Rating Actions on [www.moody's.com](#). Please refer to the Research tab on the issuer/entity page for the rating announcement.

Exhibit C-6.1

**Moody's Integrity Hotline****EU**

001-800-506-1440

**Japan**

KDDI: 00-539-111 then 888-320-1668

NTT: 0034-811-001 then 888-320-1668

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## NRG Energy Inc.

| Issuer Credit Rating |   |             |                        |                      |                           |
|----------------------|---|-------------|------------------------|----------------------|---------------------------|
| Rating Type          | Rating  | Rating Date | Regulatory Identifiers | Creditwatch/ Outlook | Creditwatch/ Outlook Date |
| Local Currency LT    | BB-<br><a href="#">Regulatory Disclosures</a> | 22-May-2009 | EE                     | Stable               | 19-Dec-2012               |
| Foreign Currency LT  | BB-<br><a href="#">Regulatory Disclosures</a> | 22-May-2009 | EE                     | Stable               | 19-Dec-2012               |

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U.S. President Donald Trump's impending tariffs would have minimal direct macroeconomic impact but threatens global trade. S&P Global Ratings believes the U.S. tariffs of 25% on steel and 10% on aluminum from all countries except Canada and Mexico wo...

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**NRG Retail Northeast**  
3711 Market Street, Suite 1000  
Philadelphia, PA 19104

March 15, 2018

Re: NRG Energy, Inc.'s Guarantee of the Obligations of Green Mountain Energy Company

To Whom It May Concern:

Green Mountain Energy Company ("GMEC") is a wholly owned subsidiary of NRG Energy, Inc.  
I certify that NRG Energy, Inc. guarantees the obligations of GMEC.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Deborah Fry", is written over a horizontal line.

Deborah Fry  
Assistant Secretary

**Exhibit C-7 “Credit Report,”** provide a copy of the applicant’s 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.

**Response:**

N/A - Please see **Exhibit C-6.1.**

**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.

**Response:**

The predecessor of the current NRG was formed in 1989 as the non-utility subsidiary of Northern States Power Company. While owned by NSP and later by Xcel Energy, Inc. NRG pursued an aggressive high-growth strategy focused on power plant acquisition, high leverage and aggressive development, including site development and turbine orders. NRG and a number of its subsidiaries undertook a comprehensive reorganization and restructuring under chapter 11 of the United States Bankruptcy Code. As part of the reorganization, Xcel Energy relinquished its ownership interest in NRG, and NRG became an independent public company. NRG emerged from bankruptcy on December 5, 2003.

On April 1, 2014, Green Mountain Energy Company’s parent, NRG Energy, Inc. acquired substantially all of the assets of Edison Mission Energy, which included all of Edison Mission Energy’s direct and indirect subsidiaries. Prior to the acquisition, Edison Mission Energy and certain of its subsidiaries filed voluntary petitions for bankruptcy. Edison Mission Energy and the debtor subsidiaries emerged from bankruptcy upon completion of the acquisition by NRG.

On June 14, 2017, GenOn, a subsidiary of Green Mountain Energy Company’s ultimate parent company, NRG Energy, Inc., and certain of GenOn’s subsidiaries (collectively, “GenOn”) filed for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (Houston Division) to restructure GenOn’s balance sheet through a prearranged plan of reorganization. The case remains open at this time.

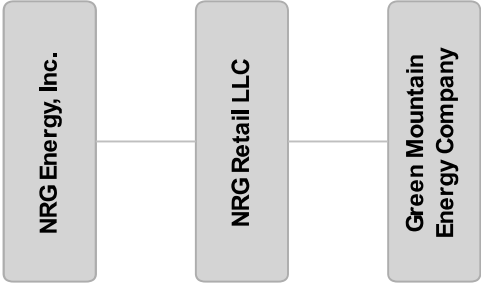




**Exhibit C-10 “Corporate Structure,”** provide a description of the applicant’s corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas 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.

**Response:**

See Exhibit B-1 for GMEC's affiliates that supply retail or wholesale electricity or natural gas to customers in North America.



**Exhibit D-1 “Operations”** provide a written description of the operational nature of the applicant’s business. Please include whether the applicant’s operations include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.

**Response:**

Green Mountain Energy Company ("GMEC") partners with Energy Services Group ("ESG") to provide EDI and CIS support for the company's operations in the Ohio retail electric market. ESG's services and systems address all of the retail energy business process needs that do not require end use customer interaction (ESG does not provide call center or bill print services).

GMEC leverages the operational resources of its parent NRG Energy, Inc. as well as the company's in-house commercial operations and information technology groups to manage the systems, business processes, interfaces, required data inputs and reporting necessary to forecast, schedule and settle loads in PJM.

GMEC has an in-house customer service team to respond to customer inquiries and complaints. Services provided by the call center include handling calls regarding inquiries related to bills, payment arrangements, and other routine matters. The customer service call center is located at the company's headquarters.

**Exhibit D-2 “Operations Expertise,”** given the operational nature of the applicant’s business, provide evidence of the applicant’s experience and technical expertise in performing such operations.

**Response:**

GMEC has the necessary technical and managerial resources to comply with all scheduling, operating, planning, reliability, customer registration and settlement policies, rules, guidelines and procedures to operate as a retail electric and natural gas supplier. As an active retail energy provider in the states of Illinois, Massachusetts, Maryland, New Jersey, New York, Pennsylvania and Texas, GMEC has firsthand knowledge of the customer operations and utility business management and will leverage its technical and managerial expertise, in combination with its relationships with business partners described in Exhibit D-1 to successfully develop and implement the infrastructure, systems, and processes to reliably provide service to Ohio consumers. As described in the details provided in Exhibit D-3, GMEC intends to also leverage key internal staff.

**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 business.

**Response:**

**Mark Parsons, General Manager & Vice President, Green Mountain Energy**

1201 Fannin Street, 3<sup>rd</sup> Floor Houston, Texas 77002

Phone: 713.537.2825

[Mark.Parson@nrg.com](mailto:Mark.Parson@nrg.com)

Mark is responsible for the performance and direction of Green Mountain and oversees a wide range of functions such as brand and go-to-market strategy, customer experience, marketing execution, pricing and margin management, financial reporting, offer and product innovation, market share, customer count, and campaign design.

Over Mark’s 15 years within the deregulated energy industry across many retail brands, he has been instrumentally involved in transitioning a regulated electric utility into the largest retail energy provider in Texas. He has also helped launch new retailers into positions of power in the industry. He’s held many roles in IT, project management, operations and general management throughout the years. Additionally, Mark has served in roles focused on strategy development, mergers/acquisitions, and process and systems integration. He earned his bachelor’s degree in economics from the University of Texas and his master’s degree in business administration from Baylor University.

**Joe Holtman, Managing Director of Wholesale Supply Operations**

3711 Market St. Suite 1000 Philadelphia, PA 19104

Phone: 1.267.295.5409

[Joe.Holtman@nrg.com](mailto:Joe.Holtman@nrg.com)

Joe Holtman joined Energy Plus Holdings LLC, an NRG subsidiary, in 2010 and brings extensive industry experience in his role as the Managing Director of Wholesale Supply Operations for all of the NRG Retail affiliates. He is responsible for scheduling electricity purchases in PJM, NYISO and ISO-NE and natural gas purchases in 15 gas utilities across OH, PA, MD, NJ and NY; hedging electricity and natural gas supply purchases to mitigate market cost volatility; and meeting renewable portfolio standards and voluntary green power program requirements in OH and the other states in which the NRG Retail Affiliates, including Green Mountain Energy Company, operate. Prior to joining the NRG Retail family of companies, Mr. Holtman spent two years at Liberty Power as the Vice President of Wholesale Supply Operations. In his role at Liberty Power, he led the installation of a state-of-the-art risk management system and developed and implemented the necessary risk controls to ensure the company’s strong financial success.

In addition, Mr. Holtman was responsible for Liberty's energy procurement program across five major markets, utilizing physical and financial hedges to protect fixed-price retail sales margins. Prior to his tenure at Liberty Power, Mr. Holtman spent six years at the Consolidated Edison Company of New York where he served as the Director of Electricity Supply. At Con Ed, he was responsible for the purchase of \$3 billion of electricity supply annually, including financial hedging and accounting for four regulated utilities operating in three states. Earlier in his career, he spent fifteen years at Orange and Rockland Utilities where he was responsible for the purchase of \$220 million of electricity and natural gas annually. He also performed electric and gas capacity and energy planning and procurement, supply contracting, accounting, regulatory affairs and risk management.

**Brian Grant, Director, East Retail IT**

3711 Market St. Suite 1000 Philadelphia, PA 19104

Phone: 1.267.295.0625

[Brian.C.Grant@nrg.com](mailto:Brian.C.Grant@nrg.com)

Mr. Grant is responsible for defining the processes and procedures for the day to day IT functions, operations and quality assurance protocols for NRG Retail in the Northeast. His daily responsibilities include ensuring that all enrollments process accurately and efficiently through all of NRG's internal systems and integration points with its external vendors.

Mr. Grant brings a strong background in operational processes and quality assurance. During his tenure, Mr. Grant successfully implemented a quality assurance project life cycle process that included the implementation of new technology hardware as well as processes and gates to increase the accuracy and efficiency of the energy enrollment process and customer service platforms. His continual focus on quality assurance and streamlined operational processes will ensure that NRG is poised to offer a best in class service experience to retail customers.

**Mark Lamping, Vice President – Sales, Green Mountain Energy**

1201 Fannin Street, 3<sup>rd</sup> Floor Houston, Texas 77002

Phone: 713.537.5303

[Mark.Lamping@nrg.com](mailto:Mark.Lamping@nrg.com)

Mr. Lamping joined Green Mountain Energy Company in March 2005 as Director of Residential Door to Door sales in Texas. In 2006, he expanded his role to also manage the Retail and Events business, and later expanded his role to lead all of Green Mountain's residential sales efforts nationally. In January 2013, Mr. Lamping assumed the role of Senior Vice President - Sales for all NRG Retail brands in the Northeast. Mr. Lamping has over 25 years of sales leadership and management experience. Prior to joining the NRG family, Mr. Lamping was Director of North American sales for a leading telecom solutions company. Before that, he led various sales efforts for a Fortune 100 company involving the sales and leasing of high-end electronic testing equipment. Mr. Lamping earned a Bachelor of Science degree in management from the University of Illinois at Chicago.

**Rebecca Emrick, Director of Marketing, Green Mountain Energy**

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[Rebecca.Emrick@nrg.com](mailto:Rebecca.Emrick@nrg.com)

Rebecca leads a team responsible for brand strategy, marketing execution, customer communications, digital engagement, creative development and sales-related collateral. She has served in multiple capacities during her marketing career, including developing mass media campaigns, which consisted of television, radio and billboard promotions, and creating customer communications and touch points for acquisition and retention. Rebecca has led teams to re-engineer creative formats, which resulted in increased response rates, a streamlined development process and an increase in team productivity. It's with her support and guidance that her teams have produced multiple award-winning communications recognized by marketing experts.

Rebecca's leadership in marketing communications spans many segments over many years. She has served a variety of audiences in the B2B and B2C worlds throughout the deregulated energy industry, insurance business and financial services industry. She also sits on the board of the Green Mountain Sun Club, a nonprofit program that supports solar and sustainability projects for nonprofit organizations. Rebecca earned her bachelor's degree in public relations from Texas Tech University.

**Exhibit D-4 “FERC Power Marketer License Number,”** provide a statement disclosing the applicant’s FERC Power Marketer License number. (Power Marketers only)

**Response:**

GMEC's FERC Power Marketer License number is ER11-4307.



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Summary: Certificate Initial Certification Application for Retail Generation Providers and Power Marketers electronically filed by Mrs. Gretchen L. Petrucci on behalf of Green Mountain Energy Company