

NC

18-0640-EL-AGG

Ohio | Public Utilities Commission

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Date Received	Case Number	Version
	18-0640	May 2016

FILE

INITIAL CERTIFICATION APPLICATION FOR ELECTRIC AGGREGATORS/ POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-12 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)

☒ Power Broker ☐ Aggregator

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

Legal Name Management Services Partners, LLC
Address 11 Kings Place, apt 4E, Brooklyn NY 11223
Telephone # (800) 833-6952 Web site address (if any) www.powersetter.com

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

Legal Name PowerSetter LLC
Address 11 Kings Place, apt 4E, Brooklyn NY 11223
Telephone # (800) 833-6952 Web site address (if any) www.powersetter.com

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

Management Services Partners, LLC

PowerSetter

PowerSetter LLC

A-5 Contact person for regulatory or emergency matters

Name Edward Nakon

Title EVP

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician MM Date Processed APR 12 2018

PUCO

2018 APR 12 AM 11:27

RECEIVED DOCKETING DIV

Business address 11 Kings Place, apt 4E, Brooklyn NY 11223

Telephone # (800) 833-6952

Fax # (866) 783-7486

E-mail address enakon@powersetter.com

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

Name Edward Nakon

Title EVP

Business address 11 Kings Place, apt 4E, Brooklyn NY 11223

Telephone # (800) 833-6952

Fax # (866) 783-7486

E-mail address enakon@powersetter.com

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

Customer Service address 11 Kings Place, apt 4E, Brooklyn NY 11223

Toll-free Telephone # (800) 833-6952

Fax # (866) 783-7486

E-mail address service@powersetter.com

A-8 Applicant's federal employer identification number # 813438117

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

☐ Sole Proprietorship

☐ Partnership

☐ Limited Liability Partnership (LLP)

☐ Limited Liability Company (LLC)

☐ Corporation

☐ 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).

First Energy

☐ Ohio Edison

☐ Toledo Edison

☐ Cleveland Electric Illuminating

☐ Duke Energy

☐ Monongahela Power

☐ American Electric Power

☐ Ohio Power

☐ Columbus Southern Power

☐ Dayton Power and Light

☐ Residential

☐ Residential

☐ Residential

☐ Residential

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☐ Mercantile

☐ Mercantile

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

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

June 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 including aggregation 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 aggregation service(s) including contracting with customers to combine electric load and representing customers in the purchase of retail electric services. (e.g. number and types of customers served, utility service areas, amount of load, etc.).

B-4 **Exhibit B-4 "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-5 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-5 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

B-6 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service including aggregation service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ No ☐ Yes

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

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 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.

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



Signature of Applicant & Title

Sworn and subscribed before me this 09 day of 04, 2018


Signature of official administering oath

Month Year
EVELYN LAMBERT PUBLIC
NOTARY
Print Name and Title

My commission expires on MAR 06, 2021

AFFIDAVIT

State of NY :

NEW YORK ss.
(Town)

County of KINGS :

EDWARD NAKON, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the EVP (Office of Affiant) of EDWARD NAKON (Name of Applicant);

MANAGEMENT SERVICES PARTNERS, LLC

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.

E. J. FVP
Signature of Affiant & Title

Sworn and subscribed before me this 09 day of APRIL, 2018
Month Year

[Signature]
Signature of official administering oath

EVELYN LAMBERT
Print Name and Title

NOTARY PUBLIC

My commission expires on MAR 09 2021

Exhibit A-12 "Principal Officers, Directors & Partners"

Edward Nakon, EVP

11 Kings Place # 4E, Brooklyn NY 11223

Vladislav Feygin, EVP

11 Kings Place # 4E, Brooklyn NY 11223

Exhibit A-13 "Company History,"

PowerSetter (PS) is in business of brokering electricity and natural gas in deregulated markets in US. The company only engages in digital activities (via web portal) by providing energy rate comparison from multiple brokers on the platform. We only broker fixed term plans of 3 months or more without any monthly fees. Customers select the plans that best fit their energy goals, and enroll directly on PS website. The enrollments are then transmitted electronically to the suppliers governing the plans. PS notifies clients 30 days before their contract expiration so they can re-evaluate their options and not get exposed to higher variable rates. PS brokers both residential and commercial energy plans, and currently operates in all electricity and natural gas (if applicable) zones in New York, Connecticut and New Jersey.

Exhibit A-14 "Articles of Incorporation and Bylaws,"

**CERTIFICATE OF FORMATION
OF
MANAGEMENT SERVICES PARTNERS LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

- FIRST:** The name of the limited liability company (hereinafter called the "limited liability company") is: MANAGEMENT SERVICES PARTNERS LLC
- SECOND:** The address of the registered office of the limited liability company in the State of Delaware is located at: 108 West 13th Street, Wilmington, Delaware 19801. Located in the County of New Castle. The name of the registered agent at that address is Business Filings Incorporated
- THIRD:** The duration of the limited liability company shall be perpetual.
- FOURTH:** The names and addresses of the members are:
- Vladislav Feygin, 11 Kings Place 4E, Brooklyn, New York 11223
Edward Nakon, 315 E. 65th Street 9L, New York, New York 10065

Executed on July 15, 2016



Business Filings Incorporated,
Authorized Person
Mark Williams, A.V.P.

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:01 PM 07/15/2016
FILED 01:01 PM 07/15/2016
30 3161971740 - File Number: 0076763

Exhibit A-15 "Secretary of State,"



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
04/04/2018	201808300730	REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	08:00	0.00	0.00	0.00

Receipt

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

EDWARD. NAKON
315 EAST 65 ST
9L
NEW YORK, NY 10065

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted
4157701

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

POWERSETTER LLC (MANAGEMENT SERVICES PARTNERS LLC)

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

Document(s)

REGISTRATION OF FOREIGN FOR PROFIT LLC

Effective Date: 03/24/2018

Document No(s):

201808300730



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
4th day of April, A.D. 2018.

Jon Husted
Ohio Secretary of State

Exhibit B-1 "Jurisdictions of Operation,"

Management Services Partners currently operates in all deregulated areas within 4 states:

New York

Massachusetts

New Jersey

Connecticut

Exhibit B-2 "Experience & Plans,"

All current enrollments are digital and take place on PowerSetter's website. Generally, the new enrollment is electronically transmitted to the supplier customer selected as soon as it is received. Then there is a feedback loop to get the enrollment status back from the supplier, so that we can contact/notify the customer in case of any issues with the signup.

We provide contact email and the toll-free phone number for customer service inquiries. In case of the email requests we generally respond within 24 hours.

We expect to utilize the same process in the state of Ohio.

Exhibit B-3 "Summary of Experience,"

PowerSetter currently services both residential and commercial customers in 4 states mentioned in Exhibit B1. Our digital platform has been in operation for almost 2 years, and to date we have enrolled over 3,000 customers, wishing to switch their electricity. 90% of these are residential clients. We currently operate in all segments/loading zones/utilities in the above-mentioned states. We also provide brokering services in both electric and natural gas market, utilizing the same digital platform.

Exhibit B-4 "Disclosure of Liabilities and Investigations,"
None

Exhibit C-1 "Annual Reports,"

PowerSetter is a member owned company. It does not have outside shareholders. As such it does not produce annual reports.

Exhibit C-2 "SEC Filings,"

PowerSetter is not a public company, as such we are not required to file with SEC.

Exhibit C-4 "Financial Arrangements,"
N/A

Exhibit C-6 "Credit Rating,"
N/A

Exhibit C-7 "Credit Report,"
N/A

Exhibit C-8 "Bankruptcy Information,"

PowerSetter is not currently involved in any bankruptcy proceedings. It has not been involved in any bankruptcy in the last 2 years.

Exhibit C-9 "Merger Information,"

PowerSetter was not involved in any merger since its inception.

Exhibit C-10 “Corporate Structure,”

PowerSetter is a stand-alone entity with no affiliate or subsidiary companies.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

4/24/2018 8:33:46 AM

in

Case No(s). 18-0640-EL-AGG

Summary: Application In the matter of the application for Electric Aggregators/Power Brokers of Management Services Partners, LLC dba PowerSetter LLC. (Originally filed 4/12/2018) electronically filed by Docketing Staff on behalf of Docketing