

nc: Original



OME

Open Market Energy LLC

"Helping the Environment & Your Bottom Line by providing Gas & Electric brokerage services"

28

FILE

18-1791-GA-AGG

November 26, 2018

Mrs. Alla Magaziner-Tempesta
Utility Specialist
Ohio Public Utility Commission
Docketing Division
180 Broad Street
Columbus Ohio 43215-3793

RECEIVED-DOCKETING DIV
2018 DEC -3 AM 11:15
PUCO

Re: Notice of Cancellation of Gas Certificate

Dear Mrs. Scarberry:

I spoke with Melissa Scarberry who inform me that the renewal process is not yet integrated with the PUCO website as this was where OME was managing our requirements to maintain the State License. Melissa informed me that we must resubmit a new application since our current license has been canceled. Our sincere apologies as our licensing team has been managing our Ohio licenses requirements from the PUCO portal and were not aware that the certificates were not managed from this portal. I have enclosed a new application (1 original and 3 copies for your review).

I hope you find our application complete and with all the appropriate information. Again, please accept our apologies for the delinquent renewal application as I am confident this will not happen again. If you have any questions, please give me a call at 202-379-8202.

Respectfully

John Gardiner
President
Open Market Energy, LLC

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 Am Date Processed 12/3/18



Public Utilities Commission

Notice of Cancellation of Natural Gas Certification

Notice is hereby given that the following certificate was cancelled by operation of law, pursuant to Rule 4901:1-27-12 and/or 4901:1-27-13 of the Ohio Administrative Code:

Certificate No(s).: 16-541 G{1)
Cert Expired/Cancelled: September 2, 2018
Reference Case No(s).: 16-1674-GA-AGG
Company Name(s): Open Market Energy LLC
Address(es): 7625 Wisconsin Ave., Suite 200, Bethesda, MD 20814

The Docketing Division is directed to cancel the above certificate on the Commission's records, and serve a copy of this notice upon the company at the address(es) listed above.

The listed company must cease providing regulated service under the above certificate, and notify any Ohio jurisdictional customers served thereunder, that it is no longer providing such service in Ohio. Any company or company officer that continues to provide Ohio jurisdictional service under a cancelled certificate or operating authority may be assessed a civil forfeiture of not more than \$10,000 per day for each violation or failure to comply with a Commission order, pursuant to Section 4905.54 of the Ohio Revised Code.

Questions regarding this notice should be directed to:

Alla Magaziner-Tempesta
Utility Specialist
(614) 644-5480

or the PUCO Docketing Division at 614-466-4095

Further Case information is available at <http://dis.puc.state.oh.us/>



Public Utilities Commission

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

INITIAL CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS BROKERS /AGGREGATORS

Please **type or print** all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-15 - Company History*). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

This PDF form is designed so that you may directly input information onto the form. You may also download the form by saving it to your local disk.

SECTION A - APPLICANT INFORMATION AND SERVICES

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

☒ Retail Natural Gas Aggregator ☒ Retail Natural Gas Broker

A-2 Applicant information:

Legal Name Open Market Energy LLC
Address 7625 Wisconsin Ave, Suite 200. Bethesda MD 20814
Telephone No. 240-482-4729 Web site Address www.openmarketenergy.net

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

Name Open Market Energy LLC
Address 7625 Wisconsin Ave, Suite 200. Bethesda MD 20814
Web site Address www.openmarketenergy.net Telephone No. 240-482-4729

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

Open Market Energy LLC

A-5 Contact person for regulatory or emergency matters:

Name John Gardiner Title President
Business Address 7625 Wisconsin Ave, Suite 200. Bethesda MD 20814
Telephone No. 240-482-4729 Fax No. 240-597-1111 Email Address licensing@openmarketenergy.net

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

Name Matt Gardiner Title COO
Business address 7625 Wisconsin Ave, Suite 200. Bethesda MD 20814
Telephone No. 240-482-4738 Fax No. 240-597-1111 Email Address issue@openmarketenergy.net

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

Customer service address 7625 Wisconsin Ave, Suite 200. Bethesda MD 20814
Toll-Free Telephone No. 844-278-9244 Fax No. 240-597-1111 Email Address issue@openmarketenergy.net

A-8 Provide "Proof of an Ohio Office and Employee," in accordance with Section 4929.22 of the Ohio Revised Code, by listing name, Ohio office address, telephone number, and Web site address of the designated Ohio Employee

Name Corporation Service Company Title
Business address 50 West Broad Street Columbus OH 43215
Telephone No. 800927-9800 Fax No. 240-597-1111 Email Address licensing@openmarketenergy.net

A-9 Applicant's federal employer identification number 26-0428080

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

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

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

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

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

☐ Columbia Gas of Ohio

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

☐ Dominion East Ohio

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

☐ Duke Energy Ohio

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

☐ Vectren Energy Delivery of Ohio

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

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

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

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 Exhibit A-14 "Principal Officers, Directors & Partners,"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-15 Exhibit A-15 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-16 Exhibit A-16 "Articles of Incorporation and Bylaws,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.
- A-17 Exhibit A-17 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

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

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

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

☒ No ☐ Yes

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

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

☒ No ☐ Yes

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

SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If the applicant does not produce annual reports, the applicant should indicate that Exhibit C-1 is not applicable and why.
(This is generally only applicable to publicly traded companies who publish annual reports.)
- C-2 Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. An applicant may submit a current link to the filings or provide them in paper form. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).

C-4 Exhibit C-4 “Financial Arrangements,” provide copies of the applicant's current financial arrangements to 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 **NATURAL GAS related business activities in the state of Ohio Only**, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.

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

C-7 Exhibit C-7 “Credit Report,” provide a copy of the applicant's current credit report from Experian, Dun and Bradstreet, or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter “N/A” for Exhibit C-7.



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

OPEN MARKET ENERGY, LLC)
for a Certificate or Renewal Certificate to Provide)
Competitive Retail Natural Gas Service in Ohio.)

Case No.

-

-GA-AGG

County of

Montgomery

State of

MD

John P. Gardiner

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

- (1) The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant.
- (2) The applicant will timely file an annual report of its intrastate gross receipts and sales of hundred cubic feet of natural gas pursuant to Sections 4905.10(A), 4911.18(A), and 4929.23(B), Ohio Revised Code.
- (3) The applicant will timely pay any assessment made pursuant to Section 4905.10 or Section 4911.18(A), Ohio Revised Code.
- (4) Applicant will comply with all applicable rules and orders adopted by the Public Utilities Commission of Ohio pursuant to Title 49, Ohio Revised Code.
- (5) Applicant will cooperate with the Public Utilities Commission of Ohio and its staff in the investigation of any consumer complaint regarding any service offered or provided by the applicant.
- (6) Applicant will comply with Section 4929.21, Ohio Revised Code, regarding consent to the jurisdiction of the Ohio courts and the service of process.
- (7) Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the certification or certification renewal application within 30 days of such material change, including any change in contact person for regulatory or emergency purposes or contact person for Staff use in investigating customer complaints.
- (8) Affiant further sayeth naught.

Affiant Signature & Title

John P. Gardiner - President

Sworn and subscribed before me this

26

day of

NOVEMBER

Month

2018

Year

Mark Hillock Railey

Signature of Official Administering Oath

Print Name and Title

MARK HILLOCK RILEY
NOTARY PUBLIC - MARYLAND
MONTGOMERY COUNTY
MY COMMISSION EXPIRES
FEBRUARY 17, 2020

My commission expires on

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

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business functions.
- D-2 Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.
- D-3 Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

John P. Gardiner - President

Sworn and subscribed before me this

26th

day of

NOVEMBER

Month

2018

Year *2018*

Signature of official administering oath

MH Railey

MARK HILLOCK RAILEY
Print Name and Title
MONTGOMERY COUNTY
MY COMMISSION EXPIRES
FEBRUARY 17, 2020

My commission expires on

Exhibit A-14 Principal Officers, Directors & Partners

John P. Gardiner, President
7625 Wisconsin Ave Suite 200
Bethesda, Maryland 20814
O: 240.482.473 8
F: 240.496.1111
John@openmarketenergy.net

Matt Gardiner, VP of Major Accounts
7625 Wisconsin Ave Suite 200
Bethesda, Maryland 20814
O: 240.482.4738
F: 240.496.1111
matt@openmarketenergy.net

Mark Railey, CFO
7625 Wisconsin Ave Suite 200
Bethesda, Maryland 20814
O: 240.482.3581
F: 240.482.3599
accounting@openmarketenergy.net

Steve Pritchett, VP of Business Development
7625 Wisconsin Ave Suite 200
Bethesda, Maryland 20814
O: 240.482.4952
F: 240.496.1111
Steve@openmarketenergy.net

Exhibit A-15 Company History

Open Market Energy, a State of Maryland LLC, formed in 2007 as a professional energy consulting and brokerage firm. The President is a marine and mechanical engineer with a passion for the energy market and a commitment to providing valued services to clients while maintaining the highest levels of integrity, trust, and honesty. Open Market Energy consists of over 180 years of mechanical engineering, information management, utility & energy procurement, financial management, and enterprise solutions that offer clients the experience and confidence to recommend and manage their energy portfolio. Open Market Energy has developed a trusted supplier network consisting of WGL, CNE, AEP, Champion Energy, Direct Energy, PPL, UGI and others to ensure the most competitive pricing and products for our clients. Open Market Energy engages our customers to understand their business goals and energy profile allowing the entire process to be simple & transparent for our clients.

Open Market Energy has grown to nine energy consultants managing over 1 billion kWh with active electric licenses in Delaware, Massachusetts, Maryland, New Jersey, New York, Pennsylvania, Virginia, and Washington D.C. Open Market Energy has four employees who started working at the utility and now have over 25 years of experience working with energy suppliers and utility industry.

Open Market Energy provides electric procurement services and energy account management for our clientele, which is comprised of commercial businesses, schools/universities, nonprofits, and real estate developers. Our clients' energy usage ranges from 500 to 5 million therms per year over multiple accounts, with many our clients carrying an average load profile of 500,000 therms. We currently manage over 7,000 electric meters and over 7,000 natural gas meters, serving over 1 billion kWhs and over 125 million therms. Our clients include Panera Bread, Washington Properties, Associated Press, C-SPAN, and Matan Development to name a few. Open Market Energy has developed significant relationships with property managers, industrial customers, and government agencies in the Washington Metropolitan Area that have properties that we would like to continue to serve in the State of Ohio.

Exhibit A-16 Articles of Incorporation and Bylaws

ARTICLES OF ORGANIZATION OF

OPEN MARKET ENERGY LLC

A Maryland Limited Liability Company

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

FIRST: The name of the limited liability company (hereinafter referred to as the "Company") is "Open Market Energy LLC."

SECOND: The purposes for which the Company is formed are to (i) to serve as a broker for the sale of energy, (ii) to have and exercise all powers now or hereafter conferred by the laws of the State of Maryland on limited liability companies formed pursuant to the Act, and (iii) to do any and all things necessary, convenient or incidental to the achievement of the foregoing.

THIRD: The address of the principal office of the Company in this State is 5507 Albia Road, Bethesda, Maryland 20816.

FOURTH: The name and address of the manager and resident agent of the Company are John P. Gardiner, 5507 Albia Road, Bethesda, Maryland 20816.

FIFTH: The Company shall continue in existence perpetually.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 29th day of June, 2007.


John P. Gardiner, Manager

I hereby consent to act as Resident Agent in Maryland for the entity named in this instrument.


John P. Gardiner, Manager

CUST ID: 0001985838
WORK ORDER: 0001438873
DATE: 07-18-2007 02:18 PM
AMT. PAID: \$150.00

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 40 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: _____
Expedite Fee: 50
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: _____

TOTAL FEES: 150

Credit Card _____ Check ☒ Cash _____

_____ Documents on _____ Checks

Approved By: 14

Keyed By: _____

COMMENT(S):



ID # H12031002 ACK # 1000361005046205
LIBER: 001140 POLIO: 0300 PAGES: 0002
OPEN MARKET ENERGY LLC

07/13/2007 AT 11:35 A WO # 0001438873

New Name _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
and Resident Agent's Address
_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code _____

Attention: _____

Mail: Name and Address

C. BRIAN CARLIN, P.A., ATTORNEY AT LAW
SUITE 800
7700 OLD GEORGETOWN RD.
BETHESDA MD 20814

CUST ID: 0001000035
WORK ORDER: 0001438873
DATE: 07-10-2007 02:16 PM
AMT. PAID: \$150.00

Exhibit A-17 Secretary of State



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/23/2016	201617402194	REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	99.00	0.00	0.00	0.00	0.00

Receipt

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

OPEN MARKET ENERGY LLC
7625 WISCONSIN AVE
BETHESDA, MD 20814

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted
3914859

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

OPEN MARKET ENERGY LLC

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

Document(s)

REGISTRATION OF FOREIGN FOR PROFIT LLC

Effective Date: 06/14/2016

Document No(s):

201617402194



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
23rd day of June, A.D. 2016.

Jon Husted

Ohio Secretary of State

Section B: Applicant Managerial Capability and Experience

Exhibit B-1 Jurisdictions of Operation

Open Market Energy LLC is licensed to operate as an electric energy aggregator/broker under the name Open Market Energy LLC in Delaware, Massachusetts, Maryland, New Jersey, New York, Virginia, and Washington D.C.

Exhibit B-2 Experience & Plans

Open Market Energy LLC does not supply or take title to electricity and does not enter directly into any contract with customers. As electrical service consultants, the only contract is between the suppliers and the customers. We do not bill the customers for any energy procurement services and we are entirely compensated by the suppliers we represent.

Open Market Energy, LLC assists and advocates for our customer with any issues (billing, usage, taxation or energy related) that they may have with the utility or supplier as it relates to energy procurement. Our customer can reach out to their account manager at any time for assistance, either contacting them directly or using our toll-free number. Open Market Energy, LLC defers to existing fair dispute resolution procedures that utilities/suppliers have in place.

Steve Pritchett, our VP of Business Development, will be responsible for the operations conducted in Ohio. Mr. Pritchett has over 30 years of experience in the energy business. His experience includes 10 years of work for a utility company in the DC metropolitan area where he analyzed tariff classes and managed natural gas procurement for large interruptible gas accounts. Pritchett's experience also includes 20 years as a broker/account manager at WGES (now WGL) for both electric and natural gas customers.

Exhibit B-3 Summary of Experience

Open Market Energy provides electric and gas account procurement services and account management for a client profile, which is comprised of industrial, universities, schools, commercial businesses and mid-size real estate developers. The clients' energy usage is anywhere from 500 to 5 million therms per year over multiple accounts, with many our clients carrying an average load profile estimated at 500,000 therms per year. We currently manage over 7,000 electric meters and over 7,000 natural gas meters, serving over 1 billion kWhs and 125 million therms. Our clients include Panera Bread, Washington Properties, Associated Press, CSPAN and Matan Development. Open Market Energy has developed significant relationships with the major property managers, industrial customer and government agencies.

Exhibit B-4 Disclosure of Liabilities and Investigations

N/A Open Market Energy LLC has no Liabilities and Investigations to disclose.

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

☒ No ☐ Yes

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

☒ No ☐ Yes

Section C: Applicant Financial Capability and Experience

Exhibit C-1 Annual Reports

N/A Open Market Energy LLC is not a publicly traded company and has no share-holders.

Exhibit C-2 SEC Filings

N/A Open Market Energy LLC does not have a parent company and does not have any 10-k/8-k filings.

Exhibit C-3 Financial Statements

11/19/18

Open Market Energy, LLC

Balance Sheet Standard

As of December 31, 2017

	<u>Dec 31, '17</u>	<u>Dec 31, '16</u>
ASSETS		
Current Assets		
Checking/Savings		
United Bank	<u>136,088.61</u>	<u>27,676.50</u>
Total Checking/Savings	<u>136,088.61</u>	<u>27,676.50</u>
Accounts Receivable		
Accounts Receivable	<u>0.00</u>	<u>-8,125.32</u>
Total Accounts Receivable	<u>0.00</u>	<u>-8,125.32</u>
Other Current Assets		
Matt Gardiner – Clubouse ...	0.00	50,000.00
PEPCO Rebates 1	0.00	3,420.05
Commission Advances	<u>71,977.00</u>	<u>79,921.00</u>
Total Other Current Assets	<u>71,977.00</u>	<u>133,341.05</u>
Total Current Assets	<u>208,065.61</u>	<u>152,892.23</u>
Other Assets		
OME Solutions	<u>10,000.00</u>	<u>0.00</u>
Total Other Assets	<u>10,000.00</u>	<u>0.00</u>
TOTAL ASSETS	<u><u>218,065.61</u></u>	<u><u>152,892.23</u></u>
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Other Current Liabilities		
Sales Tax Payable – Maryl...	0.00	526.46
Line of Credit	<u>0.00</u>	<u>50,000.00</u>
Total Other Current Liabilit...	<u>0.00</u>	<u>50,526.46</u>

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Open Market Energy, LLC Balance Sheet Standard

As of December 31, 2017

	<u>Dec 31, '17</u>	<u>Dec 31, '16</u>
Total Current Liabilities	<u>0.00</u>	<u>50,526.46</u>
Total Liabilities	0.00	50,526.46
Equity		
Amy Gardiner Equity	-468151.87	-473107.97
Retained Earnings	0.00	185,058.51
Net Income	<u>686,217.48</u>	<u>390,415.23</u>
Total Equity	<u>218,065.61</u>	<u>102,365.77</u>
TOTAL LIABILITIES & EQUITY	<u><u>218,065.61</u></u>	<u><u>152,892.23</u></u>

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Open Market Energy, LLC

Profit and Loss Standard

January through December 2017

	<u>Jan - Dec '17</u>	<u>Jan - Dec '16</u>
Ordinary Income/Expense		
Income		
Energy Efficiency Income	705,039.41	133,808.54
Energy Sales Commissi...	3,957,145.89	3,101,956.14
Other Regular Income	17.03	20.61
Total Income	4,662,202.33	3,235,785.29
Cost of Goods Sold		
Energy Efficiency COGS	405,123.80	59,769.70
Customer Refunds	0.00	1,957.67
Total COGS	405,123.80	61,727.37
Gross Profit	4,257,078.53	3,174,057.92
Expense		
Continuing Education	1,175.00	598.00
Salary and Commissions	78,100.00	487,503.17
Advertising	10,660.38	17,191.53
Automobile Expense	18,933.08	19,094.68
Bank Service Charges	673.26	262.08
Computer Services	50.00	0.00
Contributions	2,570.00	4,875.00
Donations	3,650.00	2,776.50
Dues and Subscriptions	18,062.04	18,723.60
Equipment Rental	0.00	1,575.00
Insurance	-940.16	9,201.25
Interest Expense	5,612.72	4,458.32
Licenses and Permits	4,612.50	5,405.90
Marketing	10,500.52	11,103.15
Office Equipment	4,348.44	5,896.98
Office Supplies	12,794.20	4,463.45
Outside Services	0.00	1,991.00
Parking	1,545.52	3,211.74

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Open Market Energy, LLC Profit and Loss Standard

January through December 2017

	<u>Jan - Dec '17</u>	<u>Jan - Dec '16</u>
Postage and Delivery	1,667.50	529.38
Printing and Reproducti...	55.21	0.00
Professional Fees	158,222.50	75,107.50
Rent	64,655.00	9,315.28
Software	309.97	96.43
Surety Bond Fee	1,000.00	300.00
Taxes	16,060.48	300.00
Telephone	741.09	600.20
Travel & Ent	72,001.20	85,851.84
Total Expense	<u>487,060.45</u>	<u>770,431.98</u>
Net Ordinary Income	3,770,018.08	2,403,625.94
Other Income/Expense		
Other Expense		
Consultants	3,083,800.60	2,013,210.71
Other Expenses	0.00	0.00
Total Other Expense	<u>3,083,800.60</u>	<u>2,013,210.71</u>
Net Other Income	<u>-3083800.60</u>	<u>-2013210.71</u>
Net Income	<u>686,217.48</u>	<u>390,415.23</u>

Exhibit C-5 Forecasted Financial Statements

Ohio Forcasted Finanacial Projections

Income	2019	2020	2021
Electric Sales Commissions	\$21,750.00	\$23,925.00	\$26,317.00
Natural Gas Sales Commissions	\$6,000.00	\$6,600.00	\$7,260.00
Expense			
Advertising	\$1,000.00	\$1,100.00	\$1,210.00
Resident Agent	\$50.00	\$50.00	\$50.00
Travel & Entertainment	\$1,500.00	\$1,500.00	\$1,500.00
Net Income	\$25,200.00	\$27,875.00	\$30,817.50

Assumptions:

-Panera Bread, Dominos, REI, & Harris Teeter

-- Our current customer Panera Bread has about 60 locations in Ohio - these numbers are based on the assumption that OME will become the energy broker of all the Panera Ohio accounts.

--OME already manages 57 Panera locations in the Washington area, a total load profile of 14500000 kWh and 400000 therms. in Ohio, assuming that the load profile is similar, OME's broker fee is \$0.0015 per kWh and \$0.015 per therm.

Electric: 14500000 kWh x \$0.0015 = \$21750.00

Gas: 400000 therms x \$0.015 = \$6000.00

--OME through advertising and utilizing our current network of customers plans to grow the business by 10% each year.

Exhibit C-6 Credit Rating

N/A Open Market Energy LLC does not have such a credit rating.

Exhibit C-7 Credit Report

N/A Open Market Energy LLC does not have such a credit report.

Exhibit C-8 Bankruptcy Information

N/A Open Market Energy LLC has never filed Bankruptcy

Exhibit C-9 Merger Information

N/A Open Market Energy LLC has not had any dissolutions or mergers or acquisitions.

Exhibit C-10 Corporate Structure

Open Market Energy LLC is a stand-alone entity with no affiliate or subsidiary companies.

Section D: Applicant Financial Capability and Experience

Exhibit D-1 Operations

OME provides natural gas procurement services and utility account management for a client profile, which is mainly comprised of commercial businesses and mid-size real estate developers. Open Market Energy LLC does not supply the natural gas and does not enter any contract with directly customers. As natural gas brokers, the only contract is between the suppliers and the customers.

Open Market Energy assists and advocates for our customers with any issues (billing, usage, taxation or energy related) that they have with the utility or supplier as it relates to energy procurement. Customers can reach out to their account manager at any time for assistance, either contacting them directly or using our toll-free number. OME defers to existing fair dispute resolution procedures that utilities/suppliers have in place.

Exhibit D-2 Operations Expertise

OME has a team a qualified energy managers with 10 years' experience that provide gas procurement services and account management for a client profile, which is comprised of commercial businesses and mid-size real estate developers. The clients' energy usage is anywhere from 500 to 4 million therms per year over multiple accounts. We currently manage over 7,000 natural gas meters, serving over 125 million therms. Our clients include Panera Bread, Washington Properties, Associated Press, CSPAN and Matan Development to name a few. Open Market Energy has developed significant relationships with the major property managers, industrial customers, universities, schools and government agencies.

Exhibit D-3 Key Technical Personnel provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

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