

NC FILE
Ohio

Public Utilities Commission

PUCO USE ONLY - Version 1.08 May 2016		
Date Received	Case Number	Certification Number
	19-403 - 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 Usource LLC
Address 1 Liberty Lane East, Suite 220, Hampton, NH 03842
Telephone No. 888-686-4845 Web site Address www.usourceenergy.com

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

Name Usource LLC
Address 1 Liberty Lane East, Suite 220, Hampton, NH 03842
Web site Address www.usourceenergy.com Telephone No. 888-686-4845

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

Usource
Usource LLC

A-5 Contact person for regulatory or emergency matters:

Name Shannon Monroe-Davis Title Director, Operations
Business Address 1 Liberty Lane East, Suite 220, Hampton, NH 03842
Telephone No. 603-294-5198 Fax No. 877-547-3537 Email Address monroe-davis@usourceenergy.com

RECEIVED-DOCKETING DIV
2019 FEB 11 PM 2:14
PUCO

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.

Technician pmmm Date Processed 02/11/19 (CRNGS Broker/Aggregator Ver. 1.08, Revised May 2016) Page 1 of 8

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

Name Scott MacDonald Title Managing Director
Business address 1 Liberty Lane East, Suite 220, Hampton, NH 03842
Telephone No. 603-294-5017 Fax No. 877-547-3537 Email Address macdonalds@usourceenergy.c

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

Customer service address 1 Liberty Lane East, Suite 220, Hampton, NH 03842
Toll-Free Telephone No. 888-686-4845 Fax No. 877-547-3537 Email Address myadvisor@usourceenergy.c

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 St, Columbus, OH 43215
Telephone No. Fax No. Email Address

A-9 Applicant's federal employer identification number 02-0516921

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

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

☐ Columbia Gas of Ohio

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

☐ Dominion East Ohio

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

☐ Duke Energy Ohio

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

☐ Vectren Energy Delivery of Ohio

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

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

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	2/19
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	2/19
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	2/19
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	2/19

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

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

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business 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

[Signature]

Director, Operations

Sworn and subscribed before me this

7th

day of

February

Month

2019

Year

Jennifer A. Auger
Signature of official administering oath

Jennifer A. Auger Notary
Print Name and Title

My commission expires on February 21, 2023

JENNIFER A. AUGER
Notary Public - New Hampshire
My Commission Expires February 21, 2023



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of

Usource LLC

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

Case No. - -GA-AGG

County of Rockingham
State of NH

Shannon Monroe-Davis

[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

SM

Sworn and subscribed before me this

7th

day of

February

Month

2019

Year

Jennifer A. Auger

Signature of Official Administering Oath

Jennifer A. Auger Notary

Print Name and Title

My commission expires on

February 21, 2023

Exhibit A-14 "Principal Officers, Directors & Partners"

Usource, Inc. Directors

1. Lawrence Brock
6 Liberty Lane West, Hampton, NH 03842
603-773-6400
2. Scott MacDonald
1 Liberty Lane East, Hampton, NH 03842
603-294-5017

Usource, Inc. Officers

1. Lawrence Brock, President
6 Liberty Lane West, Hampton, NH 03842-1720
603-773-6400
2. Sandra Whitney, Secretary
6 Liberty Lane West, Hampton, NH 03842-1720
603-773-6561

Usource, LLC Managing Director

1. Scott MacDonald, Managing Director
1 Liberty Lane East, Hampton, NH 03842
603-294-5017

Exhibit A-15 "Company History"

Company Profile:

Since its inception in 1999, Usource has been a trusted energy advisor to thousands of clients, helping them manage, monitor, and reduce electricity and natural gas costs. We manage a substantial volume of energy, exceeding \$500 million annually with efficiencies that enable suppliers to offer their lowest price. Additionally, Usource has substantial financial strength as a wholly owned subsidiary of Unitil Corporation, a \$400 million publicly traded energy company.

Usource offers more than just energy procurement. Usource clients can navigate the full life-cycle of energy use and impacts across their entire organization. This range of additional service offerings gives our clients confidence knowing that we can truly deliver a comprehensive energy management strategy. Our additional capabilities include energy bill management, demand-response, energy efficiency, renewable energy credits, carbon offsets, and power quality and rate analysis.

Exhibit A-16 “Articles of Incorporation and Bylaws”

Articles and Bylaws follow.

CERTIFICATE OF FORMATION

OF

USOURCE, L.L.C.

This Certificate of Formation of Usource, L.L.C. (the "Company"), dated as of March 31, 2000, is being duly executed and filed by Stacey Wruble Seewald as an authorized person to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is Usource, L.L.C.

SECOND. The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19805.

THIRD. The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19805.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.


Stacey Wruble Seewald
Authorized Person

**LIMITED LIABILITY COMPANY AGREEMENT
OF
USOURCE, L.L.C.**

This Limited Liability Company Agreement (this "**Agreement**") of Usource, L.L.C. (the "**Company**"), dated as of March 31, 2000, is adopted by Usource, Inc. (the "**Member**").

Section 1. **Formation of the Company.** Upon the filing of a Certificate of Formation of the Company with the Secretary of State of the State of Delaware of even date herewith by Stacey Wruble Seewald, as an authorized person within the meaning of the Delaware Limited Liability Company Act, 6 Del. C. Section 18-101, *et seq.*, as amended from time to time (the "**Act**"), the Member hereby forms a limited liability company pursuant to the Act. Any Managing Director shall execute such further documents and take such further actions as shall be appropriate or necessary to comply with the requirements of law for the formation and operation of a limited liability company in all states and counties where the Company elects to carry on its business.

Section 2. **Interests and Admission.** The Company shall be authorized to issue a single class of Limited Liability Company Interest (as defined in the Act) (the "**Interest**") including any and all benefits to which the holder of such Interest may be entitled in this Agreement, together with all obligations of such person to comply with the terms and provisions of this Agreement. Simultaneously with the execution and delivery of this Agreement and the filing of the Certificate of Formation with the Office of the Secretary of State of the State of Delaware, Usource, Inc. is admitted as the sole Member of the Company in respect of the Interest.

Section 3. **Registered Office and Registered Agent.** The registered office of the Company in the State of Delaware is c/o Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19805, and the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company. The Member may from time to time change the registered office of the Company to such other place or the registered agent of the Company to such other person as the Member deems appropriate.

Section 4. **Company Purposes.** The purpose of the Company is to conduct any activities permitted by law.

Section 5. **Capital Contributions.** The Member has contributed to the Company such property, services or money in the amount set forth opposite the Member's name on Exhibit A hereto. Additional capital Contributions may be made in such amounts as the Member determines are necessary.

Section 6. **Allocation of Items of Company Income, Gain, Deduction and Loss and Distributions.** All items of income, gain, loss, deduction and credit will be allocated 100 percent to the Member. For federal income tax purposes, all items of Company income, gain, loss and deduction will be reported on the Member's corporate tax returns. No distribution may be made

to the Member if, after giving effect to the distribution, in the judgment of the Member, either (i) the Company would not be able to pay its debts as they become due in the ordinary course of business, or (ii) the fair value of the total assets of the Company would not at least equal its total liabilities. Subject to the foregoing limitation, the Company will make such distributions to the Member as the Member determines.

Section 7. *Managing Directors.*

(a) The Member hereby appoints Robert G. Schoenberger, Laurence M. Brock, Raymond J. Morrissey and Todd R. Black as the managing directors of the Company for purposes of the Act (each, a "Managing Director"). Each Managing Director shall hold such Managing Director's position until such Managing Director's successor is designated or until such Managing Director's earlier resignation or removal. The Member may elect to remove a Managing Director for any reason and may designate additional Managing Directors to fill any vacancy. A Managing Director need not be a Member.

(b) Any Managing Director elected or designated pursuant to this Section 7 shall assume and have the powers, duties and obligations of a Managing Director as provided under this Agreement and of a manager under the Act and shall be subject to the terms hereof. Any Person elected or designated as a Managing Director shall be deemed to have agreed to accept such rights and authority hereunder and to perform and discharge such Managing Director's duties and obligations hereunder by performing any act in the capacity of Managing Director hereunder (including but not limited to participating in any meeting, executing any written consent or agreement on behalf of the Company in the capacity of Managing Director), and such rights, authority, duties and obligations hereunder shall continue until such Managing Director's successor is designated or until such Managing Director's earlier resignation or removal in accordance with this Agreement.

(c) Each Managing Director shall have the power on behalf and in the name of the Company to carry out any and all of the objects and purposes of the Company contemplated by Section 4 and to perform all acts that they may deem necessary or advisable in connection therewith. The Member hereby explicitly authorizes each Managing Director to conduct the day-to-day operations of the Company and to take all actions that any of them deems necessary or advisable in connection with the operation or administration of the Company. In addition, to the extent permitted by law, the Managing Directors, acting singly and not jointly, shall be authorized to act on behalf of and to bind the Company in connection with any matters approved by the Member (which may be evidenced by written consent) including the completion, execution and delivery of any and all agreements, deeds, instruments, receipts, certificates and other documents, and to take all such other action as they may consider necessary or advisable in connection with the management of the Company. The Member agrees that all determinations, decisions and actions made or taken by the Managing Directors, in accordance with the Act and this Agreement, shall be conclusive and binding upon the Company and the Member and their respective successors, assigns and personal representatives.

Section 8. *Additional Members.* No additional members may be admitted without the prior approval of the Member.

Section 9. *Events of Bankruptcy.* A Member does not cease to be a Member upon the happening of any of the events specified in Section 18-304 of the Act except with the written consent of the Member.

Section 10. *Dissolution and Term of the Company.* The Company shall dissolve upon any act or event requiring dissolution under the Act. Subject to an earlier dissolution as described in the preceding sentence, the Company shall have a perpetual duration.

Section 11. *Limitation of Liability and Indemnification of Managing Directors and Member.*

(a) No Managing Director or Member (each, a "Covered Person") shall be liable to the Company or to any other person for any act or omission based upon errors of judgment, negligence or other fault, or any breach of any fiduciary duty as a Covered Person, in connection with the business or affairs of the Company unless such Covered Person would not be entitled to indemnification for such action, failure to act or breach under this Section 11 were such Covered Person to seek indemnification thereunder.

(b) The Company shall indemnify to the fullest extent permitted by law any Covered Person, and the testator or intestate of any such Covered Person, made or threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such Covered Person is or was a Managing Director or Member; provided that no indemnification or reimbursement (as contemplated by Section 11(c) hereof) shall be made to or on behalf of any Covered Person to the extent that a final judgment or other final adjudication binding upon such Covered Person establishes that the acts or omissions of such Covered Person were primarily made in intentional bad faith or with criminal intent.

(c) Expenses, including reasonable attorneys' fees, incurred by any such Covered Person in defending any such action, suit or proceeding shall be paid or reimbursed by the Company promptly upon receipt by it of an undertaking of such Covered Person to repay such expenses if it shall ultimately be determined that such Covered Person is not entitled to be indemnified by the Company. In case any such action, suit or proceeding shall be brought against any such Covered Person, such Covered Person shall notify the Company of the commencement thereof, and the Company shall be entitled to participate therein and, to the extent that it shall wish, to assume the defense thereof.

(d) The rights provided to any Covered Person by this Section 11 shall be enforceable against the Company only by such Covered Person or any Covered Person's testator or intestate, who shall be presumed to have relied upon it in serving or continuing to serve as a Managing Director or a Member. Any amendment to this Section 11 shall not impair the rights of any Covered Person arising at any time with respect to events occurring prior to such amendment.

(e) The Company may purchase and maintain liability, indemnification or other similar insurance on behalf of itself, or for any person who is or was a member, officer, employee or agent of the Company or who is or was serving at the request of the Company as a director, manager, officer, trustee, employee, agent or similar functionary of another foreign or domestic corporation, limited liability company, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by the Company or person serving in such a capacity or arising out of its status as such a person or entity, whether or not the Company would otherwise have the power to indemnify such person against that liability.

(f) The indemnification and reimbursement of expenses provided by this Section 11 shall not be deemed exclusive of any other rights to which those seeking indemnification or reimbursement of expenses may be entitled under any other instrument or by reason of any other action or otherwise. However, the indemnification and reimbursement of expenses so provided by this Section 11 shall be available only to the extent that indemnification or reimbursement is unavailable to such Covered Person under any applicable policy of insurance or otherwise. As a condition to the indemnification and other rights granted to a Covered Person pursuant to this Section 11, such Covered Person shall not settle any action, suit or proceeding without the written consent of the Member.

(g) For purposes of this Section 11, the term "Company" shall include any constituent enterprise (including any constituent of a constituent) absorbed by the Company in a consolidation or merger.

Section 12. *Governing Law.* This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF the undersigned has executed this Agreement effective as of the date first above written.

SOLE MEMBER:

USOURCE, INC.

By: Laurence M. Brock
Name: LAURENCE M. BROCK
Title: VICE PRESIDENT AND TREASURER

Exhibit A

<u>Member</u>	<u>Capital Contribution</u>
Usource, Inc.	\$2,000

Exhibit A-17 "Secretary of State"

Ohio state certificate follows.

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	5/18/2000	200011801021	LFA REGISTRATION OF FOREIGN LIMITED LIABILITY CO	10.00	0.00	0.00	0.00	0.00
			TOTAL	10.00	0.00	0.00	0.00	0.00

Return To:
DIAMOND ACCESS
ATTN L VAIDO
16 E BROAD ST STE 600
COLUMBUS, OH 43215-0000

-----cut along the dotted line-----



The State of Ohio
❖ *Certificate* ❖

Secretary of State - J. Kenneth Blackwell

1155842

It is hereby certified that the Secretary of State of Ohio has custody of the business records for USOURCE, L.L.C. and that said business records show the filing and recording of:

Document(s)
REGISTRATION OF FOREIGN LIMITED LIABILITY CO

Document No(s):
200011801021

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 26th day of
April, A.D. 2000

J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State

Apr. 21. 2000 3:56PM AKIN GUMP WASH DC 02

No. 2126 P. 1/1

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)

Expedite this form

☐ Yes

APPLICATION FOR REGISTRATION OF FOREIGN-LIMITED-LIABILITY COMPANY

The undersigned limited liability company hereby applies for a Certificate Of Registration to transact business in the State of Ohio, and for that purpose submits the following statements:

- The name of the limited liability company in its state of organization/registration is:
Usource, L.L.C.
- The name under which the limited liability company desires to transact business in Ohio is:
Usource, L.L.C.
- The limited liability company was organized or formed on March 31, 2000
under the laws of the state/country of Delaware
- The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:
Laurence M. Brock, Usource, 6 Liberty Lane West, Hampton, NH 03842-1720
- The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is:

<u>CSC-Lawyers Incorporating Service</u>	<u>16 East Broad Street</u>
(name) (Corporation Service Company)	(street and number)
<u>Columbus</u> , Ohio	<u>43215</u>
(city, village or township)	(zip code)
- The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:
 - the agent cannot be found, or
 - the limited liability company fails to designate another agent when required to do so, or
 - the limited liability company's registration to do business in Ohio expires or is cancelled.

IN WITNESS WHEREOF, the undersigned has executed this application on April 20, 2000

Usource, L.L.C.

(name of limited liability company)

By: Laurence M. Brock

Duly Authorized Representative

RECEIVED

APR 25 2000

J. KENNETH BLACKWELL
SECRETARY OF STATE

[Ohio Revised Code Section 1705.54(A)]

Prescribed by **J. Kenneth Blackwell**

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☐ **UNIFORM COMMERCIAL CODE FILINGS**☒ **CORPORATE FILINGS****CORPORATIONS ONLY****EXPEDITE
SERVICE****CORRESPONDENCE**

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

DIAMOND ACCESS
NAME OF YOUR FIRM OR COMPANY

LISA VAIDO
ATTN

16 EAST BROAD STREET SUITE 600
STREET ADDRESS

COLUMBUS OHIO 43215
CITY STATE ZIP

621-0063
TELEPHONE

UCC ONLY

MAIL



PICK UP

IF NOT CHECKED, IT WILL BE MAILED

Exhibit B-1 “Jurisdictions of Operation”

- Arkansas
- Connecticut
- Delaware
- Florida
- Georgia
- Illinois
- Indiana
- Maine
- Maryland
- Massachusetts
- Minnesota
- Mississippi
- Nevada
- New Hampshire
- New Jersey
- New York
- Ohio
- Oklahoma
- Pennsylvania
- Rhode Island
- Texas
- Virginia
- West Virginia

Exhibit B-2 “Experience & Plans”

Usource LLC is an energy procurement broker and consultant that assists commercial and industrial end user of electricity/natural gas procures their power needs in select deregulated electricity markets in the United States. Usource has been providing these services since March 2000. Usource does not take title of the energy, and is not affiliated with any suppliers; we create competition for customer energy requirements which result in low prices, favorable terms, and transparent multiple price comparisons for effective decision making.

Usource reviews the recent power consumption history of each client and with this data, creates a Request for Pricing (RFP) which is then sent to certified electricity suppliers. After suppliers provide pricing, we consider each client's needs and with cost saving and risk/reward analysis based on those needs, we recommend procurement strategies. Upon choosing a strategy, the client signs a contract directly with the supplier. From here, Usource continually monitors the energy markets in preparation for the client's next supply contract

With regard to contracting with customers, providing contracted services, providing billing statements and responding to customer inquiries and complaints, Usource LLC will conduct itself in accordance with Commission rules.

Exhibit B-3 “Summary of Experience”

Company Summary:

Our 1,200+ clients consider Usource a trusted energy advisor, helping them manage, monitor, and reduce electricity and natural gas costs. We accomplish this by leveraging proprietary technology combined with deep market expertise to secure for our clients the best energy pricing available in all deregulated markets.

We manage a substantial volume of energy, exceeding \$500 million annually with efficiencies that enable suppliers to offer their lowest price. Additionally, Usource has substantial financial strength as a wholly owned subsidiary of Unitil Corporation, a \$400 million publicly traded energy company.

Our commitment is to our clients-the energy users-in commanding the best possible deals from energy suppliers. We invite all reputable suppliers to bid as completely unbiased mediators. Our one-chance bid model makes suppliers compete harder for our clients' business. Our clients understand this value as Usource enjoys a client retention rate in excess of 90 percent.

Usource strives to provide its clients with the most timely market intelligence, gathered and interpreted by a dedicated team of experts whose only job is to help clients get the best contract from the market. Our ability to help clients navigate the complexities of the energy commodity market free our clients to focus on more mission-critical activities within their organization.

Usource offers more than just energy procurement. Usource clients can navigate the full life-cycle of energy use and impacts across their entire organization. This range of additional service offerings gives our clients confidence knowing that we can truly deliver a comprehensive energy management strategy. Our additional capabilities include energy bill management, demand-response, energy efficiency, renewable energy credits, carbon offsets, and power quality and rate analysis.

Exhibit B-4 "Disclosure of Liabilities and Investigations"

Not applicable to Usource.

Exhibit C-1 “Annual Reports”

Annual Reports are not applicable to Usource. Usource’s parent company, Unitil Corporation, prepares Annual Reports to its shareholders. These Annual Reports can be found on the web at: <http://unitil.com/investors> - click on “Annual Reports”.

Exhibit C-2 “SEC Filings”

10-K/8-K filings are not applicable to Usource. Usource’s parent company, Unitil Corporation, prepares 10-K and 8-K filings. These filings can be found on the web at: <http://unitil.com/investors> - click on “SEC Filings”.

Exhibit C-3 “Financial Statements”

Financial statements are not applicable to Usource. Unitil Corporation, Usource’s parent company, reports financial statements on a consolidated basis. See Exhibit C-2.

Exhibit C-4 “Financial Arrangements”

Not applicable to Usource.

Exhibit C-6 “Credit Rating”

Not applicable to Usource.

Exhibit C-8 "Bankruptcy Information"

Not applicable to Usource.

Exhibit C-9 “Merger Information”

Not applicable to Usource.

Exhibit C-10 “Corporate Structure”

Usource, L.L.C., is a limited liability company organized under the laws of the State of Delaware and the Delaware Limited Liability Company Act. Usource, Inc., a Delaware corporation, is the sole member of Usource, L.L.C. Unitil Resources, Inc., a New Hampshire corporation, is the parent company of Usource, Inc. Unitil Corporation, a New Hampshire corporation, is the parent company of Unitil Resources, Inc. See organizational chart below.

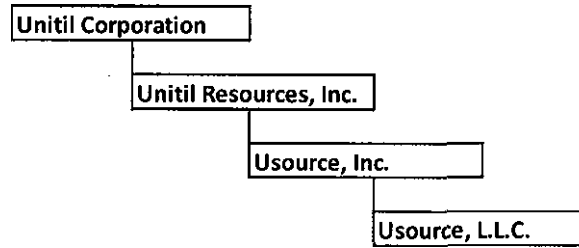


Exhibit D-1 “Operations”

Usource, L.L.C. (Usource) manages an energy procurement system that provides commercial, industrial and institutional customers an efficient way to procure energy, taking advantage of commodity market volatility and leveraging Usource's energy expertise. Usource, L.L.C. technical staff creates a customized energy plan in concert with the customer. An RFP is created to secure energy supplies consistent with the customer's objectives. The customer realizes significant time and dollar savings using the Usource platform. Only suppliers qualified by the state Department of Telecommunications & Energy and the local distribution company are allowed to submit bids to serve the customers' energy needs. Once a bid for gas or electricity that meets the customers' pre-specified parameters is accepted, a transaction is executed.

Exhibit D-2 “Operations Expertise”

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We manage a substantial volume of energy, exceeding \$500 million annually with efficiencies that enable suppliers to offer their lowest price. Additionally, Usource has substantial financial strength as a wholly owned subsidiary of Unitil Corporation, a \$400 million publicly traded energy company.

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Exhibit D-3 Key Technical Personnel

Scott MacDonald- Managing Director

Scott has more than 20 years of experience in the energy industry. He has an extensive knowledge of energy market strategy, consulting, and energy economics. He has held leadership roles in retail marketing, finance, and strategy with NiSource and in consulting with Arthur D. Little and DRI/McGraw-Hill. Prior to Usource, Scott was the Founder and President of one of the largest home service plan providers in the U.S. utility channel. Scott leads the development and execution of the Usource strategy and operations. He has a MS from the MIT Sloan School of Management and a BA in economics from the University of New Hampshire.

Tom Dyer- Senior Director, Procurement and Analysis

Tom has over 16 years of experience in the energy markets, including working for two of the largest energy suppliers on the East Coast, Hess and Sprague. Tom gained extensive expertise in natural gas supply, interstate transportation, and electricity markets on both the wholesale and retail levels during his time in Operations at Hess and Sprague. For the past seven years, Tom has managed all aspects of electric and natural gas procurement for large Usource commercial and industrial customers behind numerous utilities. As the Senior Director of Procurement & Analysis, he manages supplier sourcing, pricing, and relationships, and serves as the lead technical resource both internally and for many of Usource's clients. Tom has a BS in finance from Franklin Pierce College.

Shannon Monroe-Davis- Director, Operations

Shannon has more than 20 years of experience working in the retail energy industry for both suppliers and brokers, of which 17 have been spent at Usource. She has extensive experience in energy market analysis, contract management services, energy consulting and procurement services, and client management. Shannon has developed and executed energy procurement strategies for hundreds of medium to large commercial, industrial, institutional, and governmental clients. Shannon is currently responsible for managing internal procurement operations and procedures, as well as systems and technology.