

NC
HARBOR
COMPLIANCE®

34
19-1091-GA-AGG

FILE

May 10, 2019

Dear Ohio Public Utilities Commission,

Enclosed is the application for Retail Natural Gas Broker of Integrated Energy Services, LLC, and the required exhibits. Integrated Energy Services, LLC's confidential exhibits have been labeled confidential and filed in a separate envelope. Should you have any questions regarding this submission please contact me.

Thank you,

Amanda Gordon

Amanda Gordon

717-431-9163

agordon@harborcompliance.com

PUCO

2019 MAY 13 PM 2:14

RECEIVED-DOCKETING DIV

info@harborcompliance.com • Phone: 888-995-5895 • Fax: 717-202-2576
1830 Colonial Village Lane, Lancaster, PA 17601

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Public Utilities Commission

19-1091-GA-AGG

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 Integrated Energy Services, LLC

Address 450 Lexington Ave. 4th fl. New York NY 10017

Telephone No. 973-464-2345

Web site Address <http://energythatworks.com/>

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

Name Integrated Energy Services, LLC

Address 450 Lexington Ave. 4th fl. New York NY 10017

Web site Address <http://energythatworks.com>

Telephone No. 973-464-2345

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

Integrated Energy Services, LLC

A-5 Contact person for regulatory or emergency matters:

Name Michael Stevens

Title VP of Energy Supply

Business Address 450 Lexington Ave. 4th fl. New York NY 10017

Telephone No. 716-472-4779

Fax No. 866-886-2479

Email Address mstevens@iescorp.us

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

Name **Michael Stevens** Title **VP of Energy Supply**
Business address **450 Lexington Ave. 4th fl. New York NY 10017**
Telephone No. **716-472-4779** Fax No. **866-886-2479** Email Address **mstevens@iescorp.us**

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

Customer service address **450 Lexington Ave. 4th fl. New York NY 10017**
Toll-Free Telephone No. **888-971-9244** Fax No. **866-886-2479** Email Address **energythatworks@iescorp.us**

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 **Bill Havre, Registered Agents, Inc.** Title **Assistant Secretary**
Business address **6545 Market Avenue N., STE 100, North Canton, OH 44721**
Telephone No. **(302) 241-0613** Fax No. Email Address **support@registeredagentsinc.com**

A-9 Applicant's federal employer identification number 202383467

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	6/1/2019
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	6/1/2019
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	6/1/2019
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	6/1/2019

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.

- 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 Michael Stevens, Vice President of Energy Supply

Sworn and subscribed before me this

6 day of MAY Month 2019 Year

Signature of official administering oath

Print Name and Title

JENNIFER SCHOELLKOPF
NOTARY PUBLIC-STATE OF NEW YORK
No. 01SC6357496
Qualified in Erie County
My Commission Expires 04-24-2021

My commission expires on

04/24/2021



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

Integrated Energy Services, LLC)

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

Case No.

-GA-AGG

County of

State of

Michael Stevens

[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

Sworn and subscribed before me this

day of

Month

Year

Signature of Official Administering Oath

JENNIFER SCHOELLKOPF
NOTARY PUBLIC-STATE OF NEW YORK
No. 01SC6357496
Qualified in Erie County
My Commission Expires 04-24-2021

Print Name and Title

My commission expires on

04/24/2021

(CRNGS Broker/Aggregator Ver. 1.08, Revised May 2016) Page 8 of 8

Exhibit A-13 "Company History"

Founded in 2008, we enable and equip building engineers and managers with tools to better understand, monitor and control their asset's energy footprint. Our services include Demand Response, real-time monitoring, BMS integration, and procurement services.

Exhibit A-15 Secretary of State



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/31/2018	201836203814	REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	99.00	0.00	0.00	0.00

Receipt

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

HARBOR COMPLIANCE
1830 COLONIAL VILLAGE LANE
LANCASTER, PA 17601

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

4273017

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
INTEGRATED ENERGY SERVICES OHIO, LLC (INTEGRATED ENERGY SERVICES, LLC)

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

Document(s)

REGISTRATION OF FOREIGN FOR PROFIT LLC

Effective Date: 12/28/2018

Document No(s):

201836203814



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
31st day of December, A.D. 2018.

Jon Husted

Ohio Secretary of State

JON HUSTED
Ohio Secretary of State



Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov | busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

For screen readers, follow instructions located at this path.

Registration of a Foreign Limited Liability Company

Filing Fee: \$99

Form Must Be Typed

CHECK ONLY ONE (1) BOX

☒ (1) Registration of a Foreign For-Profit Limited Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation
State Country

Date of Formation

☐ (2) Registration of a Foreign Nonprofit Limited Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation
State Country

Date of Formation

Name of Limited Liability Company in its jurisdiction of formation

INTEGRATED ENERGY SERVICES, LLC

Name under which the foreign limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation) is:

INTEGRATED ENERGY SERVICES OHIO, LLC

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd"

The address to which interested persons may direct requests for copies of the limited liability company's operating agreement, bylaws, or other charter documents of the company is:

INTEGRATED ENERGY SERVICES, LLC

Name

127 BARNEGAT ROAD

Mailing Address

POUND RIDGE

City

NY

State

USA

Country

10576

ZIP Code

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

REGISTERED AGENTS INC.

Name of Agent

6545 MARKET AVENUE N STE 100

Mailing Address

NORTH CANTON

City

OH

State

44721

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:

- a. an agent is not appointed, or
- b. an agent is appointed but the authority of that agent has been revoked, or
- c. the agent cannot be found or served after the exercise of reasonable diligence.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized representative.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

MICHAEL STEVENS

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTEGRATED ENERGY SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



6843664 8300

SR# 20187881719

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203993134

Date: 11-29-18

Exhibit B-1 Jurisdictions of operation

New York

Exhibit B-2 Experience & Plans

Brokerage only. While the applicant does not bill customers directly the applicant earns a fee/commission paid directly by suppliers. The applicant facilitates negotiations between suppliers and customers, but does not enter into a contract directly with retail energy customers.

Michael J. Stevens

Home: 30 Riley MDW
Orchard Park, NY 14127
716-472-4779

E-mail:
moepony@gmail.com

Objective To leverage my analytical, technological, and leadership skills along with my professional experience to create high-value, consumer-driven products and services in the energy industry.

Education

- **Master of Business Administration** / Bachelor of Science (joint degree) – May 2003
- Marketing Concentration
- State University of New York at Buffalo
- **Graduate GPA 3.6/4.0**

Experience ***Integrated Energy Services, LLC – September 2018 – Present***

Vice President of Energy Supply

- Responsible for national development of retail electric and gas sales
- Responsible for commercial implementation of Demand Response programs in ERCOT, PJM, and NE-ISO RTO regions
- Creator of EnergyDesk commodity management launch tools

Global Energy – November 2016 – December 2018

Vice President

- Led expansion of operations and booked sales into 13 new states
- Opened vendor relationships with 15 additional suppliers; expanding gas and electric sales to a national level
- Originated over 100,000 MWh and 175,000 Dth of new, annual direct sales in less than 1 year

Constellation (formally Integrys Energy Services, Inc.) - April 2003 – Nov. 2016

Senior Business Development Manager (May 2013 – November 2016)

- Contracted over 265,000 MWh and \$1.2M of entirely new business in less than a year with no prior sales experience
- Developed new business relationships with 50 third-party agents/brokers, of which 20 produced consistent retail electric margin
- Created index product savings model that accurately recreates and compares ConEd supply rates vs. company hourly settlement costs

Regional Operations Leader (February 2010 - May 2013)

- Led team of six direct reports responsible for the pricing, invoicing, and accuracy of data retention for over 10,000 C&I customers and 2,500,000 MWh of annual electric load
- Acted as primary project developer for NY, responsible for creating all calculations and logic for a new automated pricing and contracting application (Quanti)
- Performed due diligence and quantified the valuation of two acquisition targets that led to formal offers exceeding \$110,000,000
- Developed an entirely new Power Deal Management group following the recession of 2008/2009 and subsequent divestiture of several business units

Regional Pricing Leader (August 2007 - February 2010)

- Primary analyst responsible for all retail hedges and settlement calculations of an \$8,000,000/year retail margin electric book of business (200,000 MWh/month)
- Audited billing system that led to the discovery of under-recovering losses by over \$550k

- Created custom products that helped lead to 276% 2009 and 120% 2010 forward book margin growth during depressed economic conditions of 2nd half 2008
- Provided comments, research, and analysis work to support successful regulatory influence in ConEd's Rate case and several NYISO proposed demand response rule changes
- Led mass-market web enrollment project that netted \$550k Forward Book Margin (\$413k Net margin) in under six weeks
- Calculated valuation of retail customer acquisition used to offset wholesale book assignment that netted \$1,784,000 in gross margin

Senior Retail Pricing Analyst *(August 2006 - August 2007)*

- Performed extensive internal margin audit that identified miss-appropriation of \$3.4M
- Developed settlement, pricing, and billing logic for entry into ConEd Market (8% of load)
- Audited NYISO settlements that led to \$1,043,000 discovery in un-billed Station Service charges to generators
- Created new product permutations that led to 50% of sold MWh and 30% of gross margin
- Identified six-sigma process improvements that reduced pre-deal process time by 50%

Retail Pricing Analyst *(April 2005 - August 2006)*

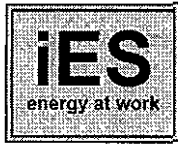
- Developed settlement, pricing, and billing logic for entry into Central Hudson Market
- Created Real-Time Market Product which increased customer savings by \$2.00/MWh, greatly reduced volatility of monthly gross margins, and accounted for 33% of all deals
- Led NY Product Optimization that increased gross margins by 50%-100% and customer savings by an additional 3.5% to 11% over LDC posted rates

Program Manager *(April 2003 - April 2005)*

- Managed all operations of the largest demand response program in the state (over 200 MW)
- Performed project management of all Interval Meter installations required for SCR program
- Calculated small customer acquisition costs and proposed direct mass-market opportunity
- Performed customer-prospecting savings calculations and proposals to support sales

Computer Skills

- Microsoft Office –Excel, Access, Word, PowerPoint, Outlook
- Microsoft VBA, SQL Server



TEAM MEMBERS PROFESSIONAL EXPERIENCE

VINCENZO PALMIGIANO, PE, CEM

General Manager, National Accounts

Vincenzo Palmigiano is a talented professional, entrepreneurial and experienced energy engineer with extensive business development capabilities and 20 years of experience in developing and achieving energy and sustainability goals in vertical markets such as industrial and commercial real estate. His expertise in advanced metering technologies can be attributed to his electrical engineering degree and extensive knowledge as energy advisory for real estate owners and asset managers, with a proven track specialization in energy conservation, efficiency and cost recovery solutions.

As the GM for National Accounts at iES, he's responsible for the development of personnel leadership, technology, business and technical sales and customers' field support, field engineering team development and new talent sourcing to sustain iES National growth.

Vincenzo is also the founder and has been managing partner of Triple Net Energy, leading the business development and growth of the Company. As a professional energy engineer and manager who has worked for more than 10 years with major leaders in the energy and technology industry such as Johnson Controls and United Technologies, his expertise can categorize him as a leader in the advanced metering infrastructure technologies in the NYC metro area.

Previously, he was the director of a sub-metering technology company overseeing New York City based clients. He has simultaneously managed hundreds office buildings, utility billing and cost recovery services. Vincenzo is an active participant in NY City's building efficiency and sustainability organizations such as BOMA, NESEA, NAIOP and is a vetted member of ConEdison's Green Team.

Selected Relevant Experience

NORTH SHORE-LIJ HEALTH SYSTEM, 12 Hospitals NEW YORK CITY & LONG ISLAND

Sr. Energy Engineer, M&V Manager

Energy Performance Contracting, \$80M Guaranteed Savings projects

EMPIRE STATE BUILDING

NEW YORK CITY

Project Development Engineer, M&V Manager

Energy Efficiency and Performance Contracting Project

SL GREEN REALTY CORP, 3 Buildings

NEW YORK CITY

Sr. Account Executive

NYC LL87, Energy Audit & Retro-commissioning Projects

PARAMOUNT GROUP INC, 10 Buildings

NEW YORK CITY, SAN FRANCISCO & WASHINGTON DC

Engineering & Operations

Smart Metering Infrastructure Technology Design, Implementation and Commissioning

Real-time Energy Monitoring System Design, Implementation and Commissioning

Employment History

2018 to Present

General Manager, National
Integrated Energy Services (iES)

2013 to Present

Partner, Founder
Triple Net Energy (TNE)

2010 to 2013

Sr. Account Executive
NORESO – United Technologies
Energy & Sustainability Services

2008 to 2010

Sr. Project Development & M&V
Engineer
Johnson Controls, Inc.

2003 to 2008

Director of Metering Operations
General Energy Services, Inc.

1994 to 2003

Electrical & Mechanical
Engineering Consultant
Tecni-CAD, SRL (Owner, Italy)

Education

1992 to 1997

Leonardo Da Vinci
Institute of Technology
Florence, Italy

Master Degree in Industrial
Electrical Engineering

Diploma of Building Automation
Professional Engineer (PE) from

Italian Professional Engineers
Council Member (Since 1999)

Exhibit B-3 "Summary of Experience"

Founded in 2008, Large commercial only; approximately 30 customers spread across New York City region for over five years.

B-4 Exhibit B-4 "Disclosure of Liabilities and Investigations

None

Exhibit C-1 “Annual Reports,”

The Company is an LLC and thus has no shareholders.

Exhibit C-2 “SEC Filings,”

The company is a private one, thus no SEC filings.

Exhibit C-4 "Financial Arrangements

N/A. The applicant is not taking title to the electric. The applicant is seeking to be certified as a broker.

Exhibit C-6 "Credit Rating,"

N/A. Applicant does not have such a credit rating.

Exhibit C-8 “Bankruptcy Information,”

The Company has no bankruptcy filings made within the past two years.

Exhibit C-9 Merger Information

Majority ownership stake sold to Gain Line Capital Partners in April 2018.

**STATE OF DELAWARE
CERTIFICATE OF MERGER**

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:42 AM 04/19/2018
FILED 08:42 AM 04/19/2018
SR 20182816333 - File Number 6843664

OF

INTEGRATED ENERGY SERVICES CORPORATION
(a New Jersey corporation)

WITH AND INTO

INTEGRATED ENERGY SERVICES, LLC
(a Delaware limited liability)

April 19, 2018

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA") and Section 14A of the New Jersey Business Corporation Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving company is Integrated Energy Services, LLC, a Delaware limited liability company (the "Surviving Company"), and the name of the corporation being merged with and into the Surviving Company is Integrated Energy Services Corporation, a New Jersey corporation (the "Merging Company") and together with the Surviving Company, the "Constituent Companies").

SECOND: The Agreement and Plan of Merger, dated April 19, 2018, by and among the Merging Company, the Surviving Company and New Energy Amalgamated Corporation, a New York corporation (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by the Constituent Companies.

THIRD: The name of the Surviving Company is Integrated Energy Services, LLC, a Delaware limited liability company.

FOURTH: The merger shall become effective at 12:00 p.m. EST on April 19, 2018 (the "Effective Time").

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Company at 708 Third Avenue, 6th Floor, New York, New York 10017, the principal place of business of the Surviving Company.

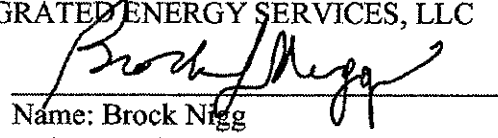
SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member or stockholder of, or any person holding an interest in, the Constituent Companies.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be executed in its corporate name as of the date first written above.

INTEGRATED ENERGY SERVICES, LLC

By:



Name: Brock Nigg

Title: President and Chief Executive Officer

Exhibit C-10 Corporate Structure

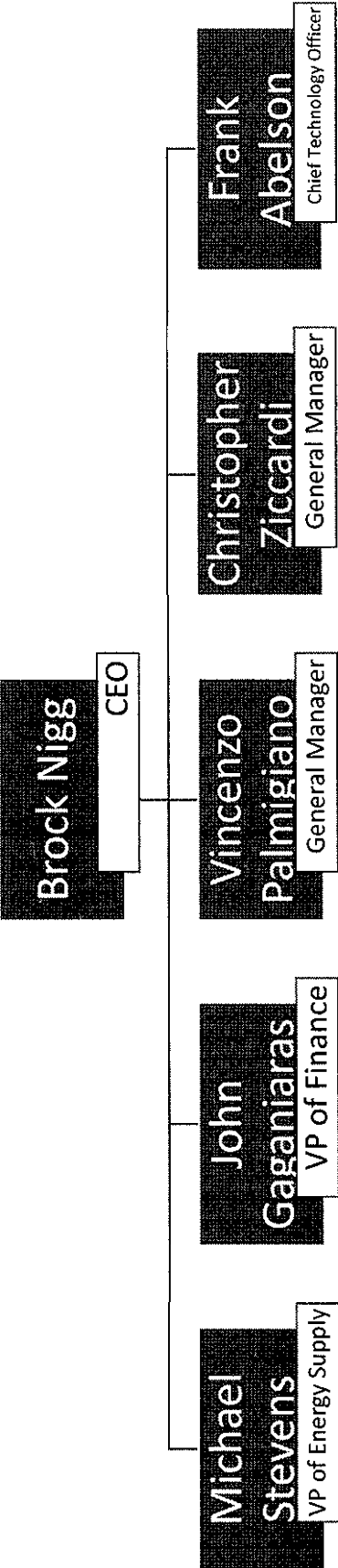


Exhibit D-1 Operations

The operational nature of applicant's business functions: we enable and equip building engineers and managers with tools to better understand, monitor and control their asset's energy footprint. Our services include Demand Response, real-time monitoring, BMS integration, and procurement services. Brokerage only. We do not bill customers directly but rather earn a fee/commission paid directly by suppliers. We facilitate negotiations between suppliers and customers, but don't enter into a contract directly with retail energy customers. For natural gas, our customers are large commercial only. Currently, we have approximately 30 customers spread across New York City.

Exhibit D-2 and D-3
Operations Expertise and Key Technical Personnel

Michael J. Stevens

Home: 30 Riley MDW
Orchard Park, NY 14127
716-472-4779

E-mail:
moepony@gmail.com

Objective To leverage my analytical, technological, and leadership skills along with my professional experience to create high-value, consumer-driven products and services in the energy industry.

Education

- **Master of Business Administration** / Bachelor of Science (joint degree) – May 2003
- Marketing Concentration
- State University of New York at Buffalo
- **Graduate GPA 3.6/4.0**

Experience ***Integrated Energy Services, LLC – September 2018 – Present***

Vice President of Energy Supply

- Responsible for national development of retail electric and gas sales
- Responsible for commercial implementation of Demand Response programs in ERCOT, PJM, and NE-ISO RTO regions
- Creator of EnergyDesk commodity management launch tools

Global Energy – November 2016 – December 2018

Vice President

- Led expansion of operations and booked sales into 13 new states
- Opened vendor relationships with 15 additional suppliers; expanding gas and electric sales to a national level
- Originated over 100,000 MWh and 175,000 Dth of new, annual direct sales in less than 1 year

Constellation (formally Integrys Energy Services, Inc.) - April 2003 – Nov. 2016

Senior Business Development Manager (May 2013 – November 2016)

- Contracted over 265,000 MWh and \$1.2M of entirely new business in less than a year with no prior sales experience
- Developed new business relationships with 50 third-party agents/brokers, of which 20 produced consistent retail electric margin
- Created index product savings model that accurately recreates and compares ConEd supply rates vs. company hourly settlement costs

Regional Operations Leader (February 2010 - May 2013)

- Led team of six direct reports responsible for the pricing, invoicing, and accuracy of data retention for over 10,000 C&I customers and 2,500,000 MWh of annual electric load
- Acted as primary project developer for NY, responsible for creating all calculations and logic for a new automated pricing and contracting application (Quanti)
- Performed due diligence and quantified the valuation of two acquisition targets that led to formal offers exceeding \$110,000,000
- Developed an entirely new Power Deal Management group following the recession of 2008/2009 and subsequent divestiture of several business units

Regional Pricing Leader (August 2007 - February 2010)

- Primary analyst responsible for all retail hedges and settlement calculations of an \$8,000,000/year retail margin electric book of business (200,000 MWh/month)
- Audited billing system that led to the discovery of under-recovering losses by over \$550k

- Created custom products that helped lead to 276% 2009 and 120% 2010 forward book margin growth during depressed economic conditions of 2nd half 2008
- Provided comments, research, and analysis work to support successful regulatory influence in ConEd's Rate case and several NYISO proposed demand response rule changes
- Led mass-market web enrollment project that netted \$550k Forward Book Margin (\$413k Net margin) in under six weeks
- Calculated valuation of retail customer acquisition used to offset wholesale book assignment that netted \$1,784,000 in gross margin

Senior Retail Pricing Analyst *(August 2006 - August 2007)*

- Performed extensive internal margin audit that identified miss-appropriation of \$3.4M
- Developed settlement, pricing, and billing logic for entry into ConEd Market (8% of load)
- Audited NYISO settlements that led to \$1,043,000 discovery in un-billed Station Service charges to generators
- Created new product permutations that led to 50% of sold MWh and 30% of gross margin
- Identified six-sigma process improvements that reduced pre-deal process time by 50%

Retail Pricing Analyst *(April 2005 - August 2006)*

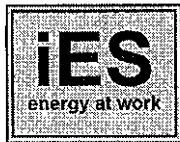
- Developed settlement, pricing, and billing logic for entry into Central Hudson Market
- Created Real-Time Market Product which increased customer savings by \$2.00/MWh, greatly reduced volatility of monthly gross margins, and accounted for 33% of all deals
- Led NY Product Optimization that increased gross margins by 50%-100% and customer savings by an additional 3.5% to 11% over LDC posted rates

Program Manager *(April 2003 - April 2005)*

- Managed all operations of the largest demand response program in the state (over 200 MW)
- Performed project management of all Interval Meter installations required for SCR program
- Calculated small customer acquisition costs and proposed direct mass-market opportunity
- Performed customer-prospecting savings calculations and proposals to support sales

Computer Skills

- Microsoft Office –Excel, Access, Word, PowerPoint, Outlook
- Microsoft VBA, SQL Server



TEAM MEMBERS PROFESSIONAL EXPERIENCE

VINCENZO PALMIGIANO, PE, CEM

General Manager, National Accounts

Vincenzo Palmigiano is a talented professional, entrepreneurial and experienced energy engineer with extensive business development capabilities and 20 years of experience in developing and achieving energy and sustainability goals in vertical markets such as industrial and commercial real estate. His expertise in advanced metering technologies can be attributed to his electrical engineering degree and extensive knowledge as energy advisory for real estate owners and asset managers, with a proven track specialization in energy conservation, efficiency and cost recovery solutions.

As the GM for National Accounts at iES, he's responsible for the development of personnel leadership, technology, business and technical sales and customers' field support, field engineering team development and new talent sourcing to sustain iES National growth.

Vincenzo is also the founder and has been managing partner of Triple Net Energy, leading the business development and growth of the Company. As a professional energy engineer and manager who has worked for more than 10 years with major leaders in the energy and technology industry such as Johnson Controls and United Technologies, his expertise can categorize him as a leader in the advanced metering infrastructure technologies in the NYC metro area.

Previously, he was the director of a sub-metering technology company overseeing New York City based clients. He has simultaneously managed hundreds of office buildings, utility billing and cost recovery services. Vincenzo is an active participant in NY City's building efficiency and sustainability organizations such as BOMA, NESEA, NAIOP and is a vetted member of ConEdison's Green Team.

Selected Relevant Experience

NORTH SHORE-LIJ HEALTH SYSTEM, 12 Hospitals
NEW YORK CITY & LONG ISLAND
Sr. Energy Engineer, M&V Manager
Energy Performance Contracting, \$80M Guaranteed Savings projects

EMPIRE STATE BUILDING
NEW YORK CITY
Project Development Engineer, M&V Manager
Energy Efficiency and Performance Contracting Project

SL GREEN REALTY CORP., 3 Buildings
NEW YORK CITY
Sr. Account Executive
NYC LL87, Energy Audit & Retro-commissioning Projects

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