Exhibits

Principal Officers, Directors & Partners

Name	Title	Address	Phone #
Jeff Levin	CEO	550 Mamaroneck Ave,	1-866-269-9393
		suite 305 A, Harrison	
		NY 10528	
David Weinberg	EVP & CFO	550 Mamaroneck Ave,	1-866-269-9393
		suite 305 A, Harrison	
		NY 10528	

Company History

Company Overview: Formed on April 15, 2019, Harrison, New York based Great American Gas & Electric, LLC ("GAGE" or the "Company") is a marketer of natural gas and electricity to commercial and industrial ("C&I") customers in New York and New Jersey. GAGE is a woman and minority owned business (certified by WBENC and NYNJMSDC).

Articles of Incorporation and Bylaws Filed under Seal

Secretary of State



DATE 02/27/2020 DOCUMENT ID 202005803230 DESCRIPTION REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)
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Receipt

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

GREAT AMERICAN GAS & ELECTRIC, LLC 550 MAMARONECK AVE, SUITE 305 A HARRISON, NY 10528

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose 4441062

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

GREAT AMERICAN GAS & ELECTRIC, LLC

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

Document(s)

REGISTRATION OF FOREIGN FOR PROFIT LLC Effective Date: 02/27/2020 Document No(s): 202005803230



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 27th day of February, A.D. 2020.

Fack for

Ohio Secretary of State

Jurisdictions of Operation

GAGE is currently licensed as an energy supplier in New York, New Jersey, Maine and Massachusetts.

Experience & Plans

GAGE's sales representatives are trained in the regulatory requirements of each state as well as the products available to customers through GAGE. Use of Customer Agreements, which follow State and Federal Regulations and an internal quality assurance process ensure that enrollments meet all standards of customer choice. GAGE provides customer account support, including complaint handling support via phone and email, following the prescribed response timelines in the Code.

Summary of Experience

GAGE is currently licensed as an energy supplier in New York, New Jersey, Maine and Massachusetts. In New York, GAGE is currently licensed and serving all in utilities and in NJ, it currently serves customers in the following utilities: Atlantic City Electric, PSE&G and New Jersey Natural Gas Company and South Jersey Gas. In MA, GAGE is currently serving electricity in National Grid.

Environmental Disclosure

GAGE will to determine its generation resource mix, and environmental characteristics, including air emissions and radioactive waste from the system mix information published by PJM. Prior year mix information will be used as forecast for the upcoming year and adjusted as current information is published.

Disclosure of Liabilities and Investigations

No liabilities or investigations against GAGE exist at the present time.

Annual reports

GAGE has no SEC filings as it is not a publicly traded company.

Financial Statements

Financial Arrangements

Forecasted Financial Reports

Credit Rating

Credit Report

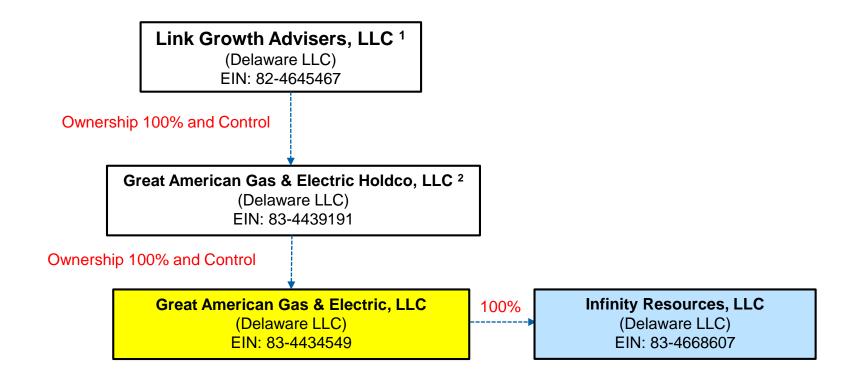
No bankruptcies reported for GAGE.

No mergers, acquisitions or dissolutions on record for GAGE.

C10

Organization Structure

• Great American Gas & Electric, LLC organization and upstream ownership structure is as follows:



1) Link Growth Advisers, LLC is a minority and woman-owned business.

2) Great American Gas & Electric Holdco, LLC may likely have additional investors over time (including management Profits Interest)

D-1

GAGE intends to engage in the retail sale of electricity and natural gas in Ohio consistent with the products and services other energy retailers (variously known as Energy Service Companies, ESCOs, Load Serving Entities, Third Party Suppliers, Retail Energy Providers) may provide; that of providing commodity (gas & electricity) for the supply portion of their utility bills.. In this endeavor, GAGE will act as a conduit for customers to purchase energy supplies (and associated products) under the economic, environmental and social terms and structures desired by the customer. While GAGE does not own and does not expect to own any generation, we do intend to schedule retail power, ancillary services, renewable energy and/or "green-gas" credits as well as facilitate and assist customers in obtaining other services from other types of providers (e.g. solar installers, battery installers, energy efficiency auditors & enhancers).

D-3

Resumes below are attached in answer to D-2.

Name	Title	Address	Phone #
Jeff Levin	CEO	550 Mamaroneck Ave,	1-866-269-9393
		suite 305 A, Harrison	
		NY 10528	
David Weinberg	EVP & CFO	550 Mamaroneck Ave,	1-866-269-9393
		suite 305 A, Harrison	
		NY 10528	
Eric Hansen	COO	550 Mamaroneck Ave,	1-866-269-9393
		suite 305 A, Harrison	
		NY 10528	
		550 Mamaroneck Ave,	1-866-269-9393
		suite 305 A, Harrison	
		NY 10528	

D-4

FERC Power Marketer License Number

D2

Professional Experience

DW CONSULTING, Pembroke Pines-FL

Consultant

• <u>Retail Energy Marketers</u> – Advising CEOs and CFOs on various business, finance and accounting matters, including business and cash forecast modeling, transitions to new energy suppliers/lenders, risk management policy & procedures reviews, capital raises and debt covenant reviews.

U.S. GAS & ELECTRIC, INC., Miramar-FL

2008 - 2018

2018 - Present

Co-Chief Executive Officer & Chief Financial Officer (2014-2018)

Shared top leadership role, and served as chief financial officer and chief risk officer for one of the largest privately-held retail marketers of electricity and natural gas in the United States, operating in CT, D.C., KY, IL, IN, NJ, NY, MA, MD, MI, OH and PA. Set a new path for sustainable growth and profits through diversification of products, sales channels and customer types, enhancement of risk management practices, system upgrades and establishment of a new Company culture. Spearheaded initiatives to enhance efficiency, reporting, innovation and data-centric decision making, including enhanced analyses of key performance indicators (KPIs), conversion of the accounting system and various other process elimination and automation projects.

Executive Vice President & Chief Financial Officer (2010-2014)

As a member of the executive leadership team, participated in shaping the Company's strategic direction and corporate decision making during a time of significant growth and profitability. Drove strategic growth initiatives and fostered a culture of financial discipline, strong internal controls and sound enterprise risk management. Led the teams responsible for strategic planning & analysis, treasury, taxation, accounting, financial & management reporting, administration, human resources and mergers & acquisitions due diligence.

Vice President, Finance & Accounting (2008-2010)

As a member of senior management, reporting to the CFO, improved and maintained the Company's operating and financial forecast model, developed a detailed cash forecasting process, and established the Company's budgeting process. Served as the Finance lead for buy- and sell-side merger and acquisition activities, including the successful acquisition of a retail electric business that doubled the size of the Company.

ROBERT HALF MANAGEMENT RESOURCES (RHMR), Ft. Lauderdale-FL2003 - 2008

Consultant

- <u>Developer and Operator of Commercial Aviation Properties</u> Provided controllership and financial management expertise to the CFO and owners of this rapidly expanding business.
- <u>Proprietary "Clean Coal" Technology Start Up</u> Provided due diligence support, accounting guidance and other executive-level assistance to the new CEO and COO in their efforts to prepare the Company to go public.
- <u>High-Rise Luxury Condominium Developer</u> Bridged gap in expertise for new Controller and accounting department; acted as liaison with external auditors for the annual audit and directed staff accordingly.
- <u>Public Global Telecom Equipment Manufacturer</u> Reviewed and/or established the Company's Sarbanes-Oxley Section 404 (SOX) documentation, and planned, coordinated and led a team of "Big 4" accounting firm consultants in the performance of the internal controls self-assessment process for operations in Brazil.

THE ACCOUNTANT, INC., Pembroke Pines-FL

Owner/President

• As founder of the company, provided accounting and financial management consulting services to various entities in addition to those served through RHMR.

KMW HOLDINGS, INC., Pembroke Pines-FL

Owner/President

• As founder of the company, managed and raised capital for equity and debt positions in real estate developments valued at over \$7 million.

AT&T WIRELESS SERVICES, INC., Palm Beach Gardens-FL

Director, Finance (1994-2002)

• During a period of hyper-growth, led National and Regional teams of up to 30 that supported accounting, finance and business planning functions for functional departments of up to 5,500 employees with multi-billion dollar operating and capital expenditure budgets. Led and participated in various multi-million-dollar cost-saving projects and system implementations.

South Florida District and Regional Controller (1992-1993)

• Led teams responsible for district and regional accounting, budgeting and forecast functions, and supported the general managers and their management teams.

ERNST & YOUNG, Miami-FL

Manager

- Progressed from first-year staff to Manager, performing all levels of audit management and field work, including planning engagements, supervising staff, advising clients, researching complex accounting issues, evaluating internal controls, negotiating fees and generating new business.
- Industry exposure included heavy construction, television programming, real estate development, banking & finance, manufacturing and telecommunications.

Education

University of Florida, Gainesville-FL

Master of Accounting Bachelor of Science in Accounting

Certifications and Affiliations

Certified Public Accountant, State of Florida Chartered Global Management Accountant American Institute of Certified Public Accountants Florida Institute of Certified Public Accountants

2003 - 2008

1992 - 2002

1986 - 1992

Career Profile

Result orientated senior level executive with a broad business background spanning over 25 years and several sectors including energy, and energy services. Demonstrated expertise in building teams and executing strategic plans that clearly define business direction. Strong business acumen and excellent communication skills that consistently bring bottom line improvement. Proven leadership and development qualities that bring the most out of people.

Professional Experience

Great American Gas & Electric, LLC 05/10/2019- Present Formed in 2019, Harrison, New York based Great American Gas & Electric, LLC ("GAGE" or the "Company") is a marketer of natural gas and electricity to commercial and industrial ("C&I") customers in New York, New Jersey, Massachusetts and Pennsylvania.

Chief Executive Officer 05/10/2019- Present Lead a seasoned executive team of industry experts in both Strategic direction, market Entry and profitable growth.

Great Eastern Energy 06/15/2015 – 05/10/2019 Great Eastern energy is a competitive energy supplier of electricity, natural gas and related services. Founded in 1996, we remain one of the longest standing alternative energy companies in the region. Our full-service energy solutions help businesses property owners thrive by managing their energy costs and increasing their bottom-line.

EVP Sales, Marketing and Customer Care 06/15/2015 – 05/10/2019 Part of the Executive management team that was responsible for strategic direction and Overall company guidance. Responsible for designing and implementing sales automation, customer life cycle and automated customer issue resolution process.

- Annual contracted sales of over 400 million dollars. Selling a combination of financial and physical energy products.
- Launch multiple sales force automation deal capture systems.
- Created and implemented end to end customer life cycle analysis.

Direct Energy – (Subsidiary of Centric plc) 10/2003-03/2014 Direct Energy is one of North America's largest competitive energy suppliers of electricity, natural gas and related services. With approximately 6,000 employees, we are active in both upstream production

(electricity and natural gas) and downstream delivery.

7 Stratton Road Scarsdale, New York 10583
 Phone:
 914-713-4517

 Cell:
 914-980-3182

 E-mail:
 88levin@gmail.com

America	Head of Direct Sales North (01/2008-03/2014) Responsible for the leadership and management of sales, s and sales support teams across both U						
	Annual contracted sales of over 2 bi energy products.	lion dollars. Selling a combination of financial and physical					
		 Successfully rebuilt sales teams in all regions across North America through a combination of personal contacts and external resources. 					
	Helped move Direct Energy from the number 3 position.	Helped move Direct Energy from the number 12 position in the North American market to the number 3 position.					
		Responsible for the design and development of North American sales plans which over the last 5 years have consistently driven double digit growth in both sales and operating profit.					
	Implemented a North American wide	hiring process that resulted in a best in class sales force.					
	 Actively involved in both the acquisit past 5 year. 	on and integration strategies for multiple companies over the					
	Senior Director of Sales Responsible for the leadership and mana selling Natural gas and Electricity	(01/2006-12/2008) gement of a Canadian sales team					
	Annual contracted sales of 600 million	n dollars. Selling financial and physical energy products.					
	Built and managed a Canadian sale:	team of over 50 employee's					
	Implemented Target Account Selling	methodology to entire sales organization.					
	• Exceeded budget by over 80% in fis	cal 2007					
	Director of Sales/Operations Eastern Canad Had full P&L responsibility for a regional full Over 100 employees. Responsibilities included	service energy company with just					
	 Managed all aspects of a full service er 	ergy company.					
	 Successfully integrated a BAS compan business, which already had a commodit 						
	 Successfully launched and implemente manage the sales process 	d Salesforce.com in efforts to effectively					

• Won Presidents Club status 3 years in a row.

General Manager, Sylvania Lighting Services

(10/2001 - 05/2003)

Managed all aspects of the sales, financial and operational functions of a 22 million dollar service division in a 150 million dollar organization. Mandated to initiate significant cost reductions while maintaining sales growth.

- Increased billed sales by over 5 million dollars or 25%.
- Implemented a state of the art electronic service report that interfaced with an access database thereby allowing monitoring and cost analysis of individual labor costs, which resulted in a 10% gain in labor efficiency.
- Conducted a detailed balance sheet analysis that resulted in a \$5 million receivable reduction, 30% inventory reduction, flat payables and generated an overall net asset improvement of just under \$1 million.
- Created and implemented a detailed businesses plan that generated an overall EBIT improvement of \$1.5 million. The plan focused on the analysis of all functional and variable costs.
- Analyzed in detail the overall organizational structure and identified and eliminated redundant and unnecessary positions that resulted in a 17% overall headcount reduction without sacrificing sales or operational efficiency
- Spearheaded the development and implementation of new SAP reports that reflected financial information
 regarding the daily activities of the company. Thereby aiding in significant margin improvements and cost
 reductions.
- Centralized the order entry process that allowed for a 30% reduction of billing staff and reduced order entry errors from 50% to less than 5%.

Director of Sales/

National Sales Manager, Sylvania Lighting Services (02/2000 - 10/2001)

Mandated to restructure a national sales force that was tracking towards an annual sales volume of 12.5 million dollars.

- Created a business plan and sales matrix that allowed the sales force to have clear directional goals and increase sales to just under 22 million dollars or 70% in less than 2 years.
- Signed a service contract with the world's largest retailer, Wal-Mart and several other major customers that
 increased the contract base by over 25%. The negotiations involved presentations to Canadian and US
 based executives spanning a 6-month period.
- Coordinated the successful bidding of largest retrofit project in the history of lighting services, worth 2.7 million dollars. The effort involved the combination of several teams in different geographical locations in a very short period of time.
- Successfully implemented electronic contact management process that added a much needed structure and focus to the sales force. Allowed management to monitor sales activity, which aided in double-digit sales growth.
- Redesigned entire order process, which lacked structure or discipline thereby freeing up 50% of the sales forces time from administrative duties and allowed them to focus on selling.
- Recorded multi-million dollar EBIT improvement.

I/C Central Regional Manager (02/1997 - 02/2000)

Managed a regional sales force, consisting of 8 employees that sold lighting products to a multi-million dollar distribution network.

• Revitalized the work force with a clearly defined business plan that resulted in double-digit sales growth every year. Sales increased from just under 17 million to over 23 million in three years.

- Awarded "Sales Manager of the year" in 1999 and Managed "Sales rep of the year" in 1998 and 2000
- Successfully converted two major electrical distributors away from major market competitor. These two
 distributors represented a combined 10% increase in regional sales and marked the first inroads for
 OSRAM Sylvania into a major buying group in the electrical industry
- Implemented state of the art contact management that integrated Microsoft outlook with an access
 database that the sales force could use simply on or offline. Thereby allowing management to monitor
 sales activity, which translated into sustained year over year growth.

I/C Sales Representative – Winnipeg/Edmonton (07/ 1995 – 02/1997) Sold various lighting products to electrical distributors.

Education/Development

UNIVERSITY OF MANITOBA Bachelor of Science Minor in Business Administration		1986
SCHULICH SCHOOL OF BUSINESS		1999
Managing the Sales Force		
Executive Program in Sales Management		
INHOUSE		
Leadership Development		2001-2002
PQI – Management Training		2001-2002
Leaders Journey	2011	
Certified Coaching	2012	

D4

FEDERAL ENERGY REGULATORY COMMISSION Washington, D.C. 20426

OFFICE OF ENERGY MARKET REGULATION

In Reply Refer To: Great American Gas & Electric, LLC Docket No. ER19-1621-000

Issued: May 21, 2019

Nicholas A. Giannasca Davis Wright Tremaine LLP 1251 Avenue of the Americas New York, New York 10020

Reference: Market-Based Rate Authorization

On April 18, 2019, you filed on behalf of Great American Gas & Electric, LLC (Great American) an application for market-based rate authority with an accompanying tariff. The proposed market-based rate tariff provides for the sale of energy, capacity, and ancillary services at market-based rates.¹ You request on behalf of Great American waivers commonly granted to similar market-based rate applicants. Great American's market-based rate tariff is accepted for filing, effective June 1, 2019, as requested.² Based on your representations, Great American meets the criteria for a Category 1 seller

¹ Great American requests authorization to sell ancillary services in all of the regional transmission organization or independent system operator markets for which the Commission has approved sales of specific ancillary services. Great American also requests authorization to engage in the sale of certain ancillary services as a third-party provider in other markets.

² Great American Gas & Electric, LLC, FERC FPA Electric Tariff, Market Based Rates; <u>Section1, Market Based Rates, 0.0.0</u>. The next time Great American makes a market-based rate filing with the Commission, it must include a revised tariff in compliance with Order Nos. 697 and 697-A to include appropriate citations. *See Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697, 119 FERC ¶ 61,295, at P 916 (2007), order on reh'g, Order No. 697-A, 123 FERC ¶ 61,055, at P 384 (2008). *See also Niagara Mohawk Power Corporation*, 121 FERC ¶ 61,275 (2007) at P 8.

in all regions, and is so designated.³

Your filing was noticed on April 19, 2019, with comments, protests or interventions due on or before May 9, 2019. None was filed.

Market-Based Rate Authorization

The Commission allows power sales at market-based rates if the seller and its affiliates do not have, or have adequately mitigated, horizontal and vertical market power.⁴

You represent that Great American is owned by two individuals and is a power marketer. You state that Great American does not own any electric generation or transmission facilities. Further, you affirmatively state that Great American has not erected barriers to entry and will not erect barriers to entry into the relevant market. Based on your representations, Great American satisfies the Commission's requirements for market-based rate authority regarding horizontal and vertical market power.⁵

Waivers, Authorizations, and Reporting Requirements

Great American's request for waiver of Subparts B and C of Part 35 of the Commission's regulations requiring the filing of cost-of-service information, except for sections 35.12(a), 35.13(b), 35.15 and 35.16 is granted. Great American's request for waiver of Part 41 and Part 141 of the Commission's regulations concerning accounting and reporting requirements is granted with the exception of 18 C.F.R. §§ 141.14 and

⁴ Order No. 697, 119 FERC ¶ 61,295 at PP 62, 399, 408, 440.

⁵ We note that Great American is not being granted authority to make third-party sales of operating reserves to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers. If Great American seeks such authority, it must make the required showing and receive Commission authorization prior to making such sales. *See Third-Party Provision of Ancillary Services; Accounting and Financial Reporting for New Electric Storage Technologies*, Order No. 784, 144 FERC ¶ 61,056, at PP 200-202 (2013), *order on clarification*, Order No. 784-A, 146 FERC ¶ 61,114 (2014).

³ See Refinements to Policies and Procedures for Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities, Order No. 816, 153 FERC ¶ 61,065, at P 320 (2015). Order No. 697, 119 FERC ¶ 61,295 at PP 848-850.

141.15.⁶ Great American's request for waiver of Part 101 of the Commission's regulations is hereby granted, with the exception that waiver of the provisions of Part 101 that apply to hydropower licensees is not granted with respect to licensed hydropower projects.⁷ Notwithstanding the waiver of the accounting and reporting requirements here, Great American is expected to keep its accounting records in accordance with generally accepted accounting principles.

Great American requests blanket authorization under Part 34 of the Commission's regulations for all future issuances of securities and assumptions of liability. A separate notice was published in the Federal Register establishing a period during which protests could be filed. None was filed. Great American is authorized to issue securities and assume obligations or liabilities as guarantor, indorser, surety, or otherwise in respect of any security of another person; provided that such issue or assumption is for some lawful object within the corporate purposes of Great American, compatible with the public interest, and reasonably necessary or appropriate for such purposes.⁸

Great American must file Electric Quarterly Reports (EQR) with the Commission,

⁸ See Order No. 697, 119 FERC ¶ 61,295 at PP 999-1000.

⁶ See Order No. 697, 119 FERC ¶ 61,295 at PP 984-985.

⁷ Hydropower licensees are required to comply with the requirements of the Uniform System of Accounts pursuant to 18 CFR Part 101 to the extent necessary to carry out their responsibilities under Part I of the Federal Power Act (FPA). We further note that a licensee's status as a market-based rate seller under Part II of the FPA does not exempt it from its accounting responsibilities as a licensee under Part I of the FPA. *See* Order No. 816, 153 FERC ¶ 61,065 at PP 345-350; *Seneca Gen., LLC,* 145 FERC ¶ 61,096, at P 23, n.20 (2013) (citing *Trafalgar Power, Inc.,* 87 FERC ¶ 61,207, at 61,798 (1999) (noting that "all licensees are required to comply with the requirements of the Uniform System of Accounts to the extent necessary to carry out their responsibilities under [s]ections 4(b), 10(d) and 14 of the FPA")).

consistent with Order Nos. 2001⁹ and 768.¹⁰ Great American must file EQRs electronically with the Commission consistent with the procedures set forth in Order No. 770.¹¹ Great American further must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority.¹²

This action does not constitute approval of any service, rate, charge, classification, or any rule, regulation, or practice affecting such rate or service provided for in the filed documents; nor shall such action be deemed as recognition of any claimed contractual right or obligation affecting or relating to such service or rate; and such acceptance is without prejudice to any findings or orders which have been or may hereafter be made by the Commission in any proceeding now pending or hereafter instituted by or against any of the applicant(s).

This action is taken pursuant to the authority delegated to the Director, Division of Electric Power Regulation - West, under 18 C.F.R. § 375.307. This order constitutes final agency action. Requests for rehearing by the Commission may be filed within 30 days of the date of issuance of this order, pursuant to 18 C.F.R § 385.713.

Issued by: Carlos D. Clay, Acting Director, Division of Electric Power Regulation -

¹⁰ Elec. Mkt. Transparency Provisions of Section 220 of the Fed. Power Act, Order No. 768, 140 FERC ¶ 61,232 (2012), order on reh'g, Order No. 768-A, 143 FERC ¶ 61,054 (2013).

¹¹ See Revisions to Electric Quarterly Report Filing Process, Order No. 770, 141 FERC ¶ 61,120, at P 3 (2012) (citing Order No. 2001, 99 FERC ¶ 61,107 at P 31).

¹² 18 C.F.R. § 35.42 (2018); see also Reporting Requirement for Changes in Status for Public Utilities with Market-Based Rate Authority, Order No. 652, 110 FERC ¶ 61,097, order on reh'g, 111 FERC ¶ 61,413 (2005).

⁹ Revised Public Utility Filing Requirements, Order No. 2001, 99 FERC ¶ 61,107, reh'g denied, Order No. 2001-A, 100 FERC ¶ 61,074, reh'g denied, Order No. 2001-B, 100 FERC ¶ 61,342, order directing filing, Order No. 2001-C, 101 FERC ¶ 61,314 (2002), order directing filing, Order No. 2001-D, 102 FERC ¶ 61,334, order refining filing requirements, Order No. 2001-E, 105 FERC ¶ 61,352 (2003), order on clarification, Order No. 2001-F, 106 FERC ¶ 61,060 (2004), order revising filing requirements, Order No. 2001-G, 120 FERC ¶ 61,270, order on reh'g and clarification, Order No. 2001-H, 121 FERC ¶ 61,289 (2007), order revising filing requirements, Order No. 2001-I, 125 FERC ¶ 61,103 (2008).

West

This foregoing document was electronically filed with the Public Utilities

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in

Case No(s). 20-1082-EL-CRS

Summary: Annual Report In the Matter of the Renewal of the Application of Great American Gas & Electric, LLC for as an Electric Power Marketer - Additional Exhibits electronically filed by Ms. Gabriela Glynn on behalf of Great American Gas & Electric, LLC