

FILE

(34)

Ohio

Public Utilities  
Commission

Competitive Retail Natural Gas Service  
(CRNGS) Provider Application

Case Number: 17 -2547 -GA- CRS

Please complete all information. Identify all attachments with a label and title (example: Exhibit C-2 Financial Statements). For paper filing, you can mail the original and two complete copies to the Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

**A. Application Information**

**A-1. Provider Type.**

Select the competitive retail natural gas service (CRNGS) provider type(s) for which the applicant is seeking certification. Please note you can select more than one.

Retail Natural Gas Aggregator

☐

Retail Natural Gas Broker

☐

Retail Natural Gas Marketer

☒

**A-2. Applicant's legal name and contact information.**

Provide the name and contact information of the business entity.

Legal Name: Atlantic Energy MD, LLC

Street Address: 1166 W. Newport Center Dr., Suite 112

City: Deerfield Beach State: FL Zip: 33442

Telephone: 800-917-9133 Website: www.atlanticenergyco.com

**A-3. Names and contact information under which the applicant will do business in Ohio.**

Provide the names and contact information the business entity will use for business in Ohio. This does not have to be an Ohio address and may be the same contact information given in A-2.

Name: Atlantic Energy MD, LLC

Street Address: 1166 W. Newport Center Dr., Suite 112

City: Deerfield Beach State: FL Zip: 33442

Telephone: 800-917-9133 Website: www.atlanticenergyco.com

**A-4. Names under which the applicant does business in North America.**

Provide all business names the applicant uses in North America. You do not need to include the names provided in A-2 and A-3.

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 RL Date Processed 12.22.23

**A-5. Contact person for regulatory matters.**

Name: Emily Cipes Title: General Counsel  
Street Address: 1166 W. Newport Center Dr., Suite 112  
City: Deerfield Beach State: FL Zip: 33442  
Telephone: 800-917-9133 Email: emily@atlanticenergyco.com

**A-6. Contact person for PUCO Staff use in investigating consumer complaints.**

Name: Santiago Mejia Title: Customer Experience Manager  
Street Address: 1166 W. Newport Center Dr., Suite 112  
City: Deerfield Beach State: FL Zip: 33442  
Telephone: 800-917-9133 Email: regulatory@atlanticenergyco.com

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

Street Address: 1166 W. Newport Center Dr., Suite 112  
City: Deerfield Beach State: FL Zip: 33442  
Toll-free Telephone: 800-917-9133 Email: regulatory@atlanticenergyco.com

**A-8. Applicant's federal employer identification number.**

FEIN: 47-5194991

**A-9. Applicant's form of ownership (select one).**

Sole Proprietorship ☐ Limited Liability Partnership (LLP) ☐ Corporation ☐ Partnership ☐

Limited Liability Company (LLC) ☒

Other: \_\_\_\_\_

**A-10. Identify current or proposed service areas.**

Identify each service area in which the applicant is currently providing service or intends to provide service and identify each customer class that the applicant is currently serving or intends to serve.

**Service area selection:**

CenterPoint Energy Ohio ☒ Columbia Gas of Ohio ☒ Dominion Energy Ohio ☒ Duke Energy Ohio ☒

**Class of customer selection:**

Industrial



Residential



Small Commercial



Large Commercial



**A-11. Start Date.**

Indicate the approximate start date the applicant began/will begin offering services.

Date: 02/01/18

**A-12. Principal officers, directors and partners.**

Please provide an attachment for all contacts that should be listed as an officer, director or partner.

**A-13. Company history.**

Provide an attachment with a concise description of the applicant's company history and principal business interests.

**A-14. Secretary of State.**

Provide evidence that the applicant is currently registered with the Ohio Secretary of State.

**A-15. Proof of Ohio office and employee.**

Provide "Proof of an Ohio Office and Employee" in accordance with Section 4929.22 of the Ohio Revised Code. List the designated Ohio employee's name, Ohio office address, telephone number and web site address.

Name: Jessica Newman Title: Sales Supervisor  
Street Address: 3340 West Market Street, Suite 200  
City: Akron State: OH Zip: 44333  
Telephone: 330-412-6939 Email: sales@atlanticenergyco.com

**B. Managerial Capability**

Provide a response or attachment for each of the sections below.

**B-1. Jurisdiction of operations.**

List all jurisdictions in which the applicant or any affiliated interest of the applicant is certified, licensed, registered or otherwise authorized to provide retail natural gas service or retail/wholesale electric service as of the date of filing the application.

**B-2. Experience and plans.**

Describe the applicant's experience in providing the service(s) for which it is applying (e.g., number and type of customers served, utility service areas, amount of load, etc.). Include the 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 Sections 4928.10 and/or 4929.22 of the Ohio Revised Code.

**B-3. Disclosure of liabilities and investigations.**

For the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant, describe all existing, pending or past rulings, judgments, findings, contingent liabilities, revocation of authority, regulatory investigations, judicial actions, or other formal or informal notices of violations, or any other matter related to competitive services in Ohio or equivalent services in another jurisdiction.

**B-4. Disclosure of consumer protection violations.**

Has the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years? If yes, attach a document detailing the information.

Yes

☐

No

☒

**B-5. Disclosure of certification denial, curtailment, suspension, or revocation.**

Has the applicant, affiliate, or a predecessor of the applicant had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, revoked, or cancelled or been terminated or suspended from any of Ohio's Natural Gas or Electric Utility's Choice programs within the past two years? If yes, attach a document detailing the information.

Yes

☐

No

☒

## **C. Financial Capability**

Provide a response or attachment for each of the sections below.

**C-1. Financial reporting.**

Provide a current link to the most recent Form 10-K filed with the Securities and Exchange Commission (SEC) or attach a copy of the form. If the applicant does not have a Form 10-K, submit the parent company's Form 10-K. If neither the applicant nor its parent is required to file Form 10-K, state that the applicant is not required to make such filings with the SEC and provide an explanation as to why it is not required.

**C-2. Financial statements**

Provide copies of the applicant's two most recent years of audited financial statements, including a 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, provide 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 bank account numbers redacted.

If the applicant is unable to meet the requirement for two years of financial statements, the Staff reviewer may request additional financial information.

### **C-3. Forecasted financial statements.**

Provide two years of forecasted income statements based solely on the applicant's anticipated business activities in the state of Ohio.

Include the following information with the forecast: a list of assumptions used to generate the forecast; a statement indicating that the forecast is based solely on Ohio business activities only; and the name, address, email address, and telephone number of the preparer of the forecast.

The forecast may be in one of two acceptable formats: 1) an annual format that includes the current year and the two years succeeding the current year; or 2) a monthly format showing 24 consecutive months following the month of filing this application broken down into two 12-month periods with totals for revenues, expenses, and projected net incomes for both periods. Please show revenues, expenses, and net income (revenues minus total expenses) that is expected to be earned and incurred in business activities only in the state of Ohio for those periods.

If the applicant is filing for both an electric certificate and a natural gas certificate, please provide a separate and distinct forecast for revenues and expenses representing Ohio electric business activities in the application for the electric certificate and another forecast representing Ohio natural gas business activities in the application for the natural gas certificate.

### **C-4. Credit rating.**

Provide a credit opinion disclosing the applicant's credit rating as reported by at least one of the following ratings agencies: Moody's Investors Service, Standard & Poor's Financial Services, Fitch Ratings or the National Association of Insurance Commissioners. If the applicant does not have its own credit ratings, substitute the credit ratings of a parent or an affiliate organization and submit 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 "Not Rated".

### **C-5. Credit report.**

Provide a copy of the applicant's credit report from Experian, Equifax, TransUnion, Dun and Bradstreet or a similar credit reporting organization. If the applicant is a newly formed entity with no credit report, then provide a personal credit report for the principal owner of the entity seeking certification. At a minimum, the credit report must show summary information and an overall credit score. Bank/credit account numbers and highly sensitive identification information must be redacted. If the applicant provides an acceptable credit rating(s) in response to C-4, then the applicant may select "This does not apply" and provide a response stating that a credit rating(s) was provided in response to C-4.

### **C-6. Bankruptcy information.**

Within the previous 24 months, have any of the following filed for reorganization, protection from creditors or any other form of bankruptcy? If yes, attach a document detailing the information.

- Applicant
- Parent company of the applicant
- Affiliate company that guarantees the financial obligations of the applicant
- Any owner or officer of the applicant

Yes

☐

No

☒

**C-7. Merger information.**

Is the applicant currently involved in any dissolution, merger or acquisition activity, or otherwise participated in such activities within the previous 24 months? If yes, attach a document detailing the information.

Yes

☐

No

☒

**C-8. Corporate structure.**

Provide a graphical depiction of the applicant's corporate structure. Do not provide an internal organizational chart. The graphical depiction should include all parent holding companies, subsidiaries and affiliates as well as 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 the applicant may respond by stating that it is a stand-alone entity with no affiliate or subsidiary companies.

**C-9. Financial arrangements.**

This section is only applicable if retail natural gas marketer has been selected in A-1.

Provide copies of the applicant's financial arrangements to satisfy collateral requirements to conduct natural gas business activities (e.g., parental guarantees, letters of credit, contractual arrangements, etc., as described below).

Renewal applicants may provide a current statement from an Ohio local distribution utility (LDU) that shows that the applicant meets the LDU's collateral requirements. The statement or letter must be on the utility's letterhead and dated within a 30-day period of the date the applicant files its renewal application.

First-time applicants or applicants whose certificate has expired must meet the requirements of C-9 in one of the following ways:

1. The applicant itself states that it is investment grade rated by Moody's Investors Service, Standard & Poor's Financial Services, or Fitch Ratings and provides evidence of rating from the rating agencies. If you provided a credit rating in C-4, reference the credit rating in the statement.

2. The applicant's parent company is investment grade rated (by Moody's, Standard & Poor's, or Fitch) and guarantees the financial obligations of the applicant to the LDU(s). Provide a copy of the most recent credit opinion from Moody's, Standard & Poor's or Fitch.
3. The applicant's parent company 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 parent company's financials and a copy of the parental guarantee must be included in the application if the applicant is relying on this option.
4. The applicant can provide evidence of posting a letter of credit with the LDU(s) listed as the beneficiary, in an amount sufficient to satisfy the collateral requirements of the LDU(s).

## D. Technical Capability

Provide an attachment for each of the sections below.

### D-1. Operations.

Retail natural gas brokers/aggregators: Include details of the applicant's business operations and plans for arranging and/or aggregating for the supply of natural gas to retail customers.

Gas Marketers: Describe the operational nature of the applicant's business, specifying whether operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and/or the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.

### D-2. Operations expertise and key technical personnel.

Provide evidence of the applicant's experience and technical expertise in performing the operations described in this application. Include the names, titles, e-mail addresses, telephone numbers and background of key personnel involved in the operational aspects of the applicant's business. If vendors or third parties are or will be utilized for any activities listed in this application, provide the name and contact information for each and list which activities they will perform. Also indicate which activities will be performed directly by the company. Please note that this information is required to be updated within 30 days of any changes.

**As authorized representative for the above company/organization, I certify that all the information contained in this application is true, accurate and complete. I also understand that failure to report completely and accurately may result in penalties or other legal actions.**

Henry S. Wall  
Signature

12/13/23  
Date

Chief Financial Officer  
Title

# Competitive Retail Natural Gas Service Affidavit

County of Texas :

State of Montgomery :

Phillip Wills

Affiant, being duly sworn affirmed, hereby states that:

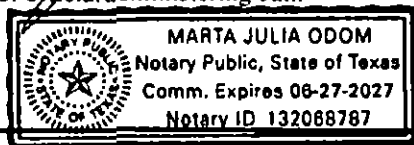
1. The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant, and that it will amend its application while it is pending if any substantial changes occur regarding the information provided.
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 Sections 4905.10 and 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 fully with the Public Utilities Commission of Ohio and its staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the applicant.
6. 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 comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
8. Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating consumer complaints.
9. The facts set forth above are true and accurate to the best of his/her knowledge, information, and belief and that he/she expects said applicant to be able to prove the same at any hearing hereof.
10. Affiant further sayeth naught.

Phillip Wills  
Signature of Affiant & Title

Sworn and subscribed before me this 13th day of DECEMBER, 2023  
Month Year

Marta Julia Odom  
Signature of official administering oath

MARTA JULIA ODOM, NOTARY PUBLIC  
Print Name and Title  
STATE OF TEXAS



My commission expires on 06/27/2027



**A-12. Principal officers, directors and partners.**

**Please provide an attachment for all contacts that should be listed as an officer, director or partner.**

**RESPONSE:**

<b>Name</b>	<b>Title</b>	<b>Office Phone No.</b>	<b>Email</b>
Rob Cantrell	Chief Executive Officer	800.917.9133 x 0001	<a href="mailto:rcantrell@atlanticenergyco.com">rcantrell@atlanticenergyco.com</a>
Emily Cipes	General Counsel	800.917.9133 x 0006	<a href="mailto:emily@atlanticenergyco.com">emily@atlanticenergyco.com</a>
Sammy Janowitz	Senior Vice President - Commercial	800.917.9133 x 0007	<a href="mailto:sammy@atlanticenergyco.com">sammy@atlanticenergyco.com</a>
Phillip Wills	Chief Financial Officer	800.917.9133 x 0003	<a href="mailto:pwills@atlanticenergyco.com">pwills@atlanticenergyco.com</a>
Marta Odom	Chief Operating Officer	800.917.9133 x 0002	<a href="mailto:modom@atlanticenergyco.com">modom@atlanticenergyco.com</a>
Evan Hein	Chief Technology Officer	800.917.9133 x 0004	<a href="mailto:ehain@atlanticenergyco.com">ehain@atlanticenergyco.com</a>
Travis Andrews	Chief Risk Officer	800.917.9133 x 0005	<a href="mailto:tandrews@atlanticenergyco.com">tandrews@atlanticenergyco.com</a>
Paul Karem	Senior Vice President - Sales	800.917.9133 x 0008	<a href="mailto:paul@atlanticenergyco.com">paul@atlanticenergyco.com</a>

### **A-13. Company history.**

**Provide an attachment with a concise description of the applicant's company history and principal business interests.**

#### **RESPONSE:**

Atlantic Energy MD, LLC ("Applicant") and its affiliates are authorized to operate as electricity and/or natural gas suppliers in New York, Pennsylvania, Maryland, Delaware, New Jersey, District of Columbia, Ohio, Illinois, Connecticut, and Massachusetts. Applicant's affiliate, Atlantic Energy Texas LLC has an application pending to be a Retail Electric Provider in Texas, and approval of that application is expected before the end of the year.

Atlantic Energy MD, LLC was formed in 2015 to provide retail gas and electricity supply in the states of Maryland, Ohio, New Jersey, Pennsylvania, Delaware, Illinois, and the District of Columbia.

In Ohio, Atlantic Energy MD, LLC has been certified as a Competitive Retail Electricity Service Supplier since November of 2016, and a Competitive Retail Natural Gas Supplier since January 2018, and continues to meet the appropriate technical qualifications necessary to do business successfully and properly in Ohio as a Competitive Supplier. Applicant is led by a team of experienced management professionals and has retained the services of a leading energy procurement and EDI transaction firm to support the company's operations and expected growth. By Order issued on November 9, 2016, in Case no. 16-1567-EL-CRS, the Public Utilities Commission of Ohio granted the Application of Atlantic Energy MD, LLC for Certification as a Competitive Retail Electricity Supplier in the State of Ohio.

On November 29, 2016, the Public Utilities Commission of Ohio issued Atlantic Energy MD, LLC Certificate Number 16-1141E(1) to provide power marketer services in the State of Ohio. By Order entered on November 15, 2018, the Public Utilities Commission of Ohio issued Atlantic Energy MD, LLC Certificate Number 16-1141E(2) to provide power marketer services in the State of Ohio. On November 11, 2022, the Public Utilities Commission of Ohio issued Atlantic Energy MD, LLC its renewal certificate to provide power marketer services in the State of Ohio. On January 30, 2018, the Public Utilities Commission of Ohio issued Atlantic Energy MD, LLC Certificate Number 18-640(1) to certify Atlantic Energy MD, LLC to provide Retail Natural Gas Marketer Services in the State of Ohio. On January 26, 2022, the Public Utilities Commission of Ohio issued Atlantic Energy MD, LLC its renewal certificate to provide Retail Natural Gas Marketer Services in the State of Ohio.

**A. 14. Secretary of State.**

**Provide evidence that the applicant is currently registered with the Ohio Secretary of State.**

**RESPONSE:**

Please refer to the attached.



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/28/2016	201611802082	REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	99.00	0.00	0.00	0.00	0.00

**Receipt**

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

ATLANTIC ENERGY MD, LLC  
ATTN: SAL ABECASIS  
1222 AVENUE M, SUITE 301  
BROOKLYN, NY 11230

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted  
3896658

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**ATLANTIC ENERGY MD, LLC**

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

Document(s)

**REGISTRATION OF FOREIGN FOR PROFIT LLC**

Effective Date: 04/26/2016

Document No(s):

**201611802082**

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  
28th day of April, A.D. 2016.

**Ohio Secretary of State**

From: unknown Page: 4/5 Date: 4/26/2016 6:39:32 AM



Form 533B Prescribed by:

**JON HUSTED**  
**OHIO SECRETARY OF STATE**

 Toll Free: (877) 608-FILE (877-787-3453)  
 Central Ohio: (614) 456-3010

[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[jhusted@OhioSecretaryofState.gov](mailto:jhusted@OhioSecretaryofState.gov)
File online or for more information: [www.OHBusinessCentral.com](http://www.OHBusinessCentral.com)

Mail this form to one of the following:

 Regular Filing (non expedite)  
 P.O. Box 670  
 Columbus, OH 43216

 Expedite Filing (Two business day processing time.  
 Requires an additional \$100.00)  
 P.O. Box 1300  
 Columbus, OH 43216

## 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  
 (108-LFA)  
 ORC 1705
Jurisdiction of Formation **MARYLAND**Date of Formation **09/22/2015**
 (2) ☐ Registration of a Foreign Nonprofit  
 Limited Liability Company  
 (108-LFA)  
 ORC 1705

Jurisdiction of Formation

Date of Formation

Name of Limited Liability Company in its jurisdiction of formation

**ATLANTIC ENERGY MD, 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:

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:

**ATLANTIC VENTURES N.A. LLC**

Name

**1 SHORE ROAD, UNIT 1**

Mailing Address

**OYSTER BAY**

City

**NY**

State

**11771**

ZIP Code

From: unknown Page: 5/5 Date: 4/26/2016 6:39:32 AM

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 AGENT SOLUTIONS, INC.

Name

4568 Mayfield Rd., Suite 204

Mailing Address

Cleveland

City

Ohio

State

44121

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.

Signature

Authorized Representative

By (if applicable)

STEVEN WEISS

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

I, HEIDI DUDDERAR OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO LIMITED LIABILITY COMPANIES, OR THE RIGHTS OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ATLANTIC ENERGY MD, LLC, REGISTERED SEPTEMBER 22, 2015, IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND, AND THAT THE LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

IN WITNESS WHEREOF, I HAVE HERETO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS APRIL 25, 2016.



Heidi Dudderar  
Associate Director



301 West Preston Street, Baltimore, Maryland 21201  
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

c:blak

R0010063265

UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE

*I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show ATLANTIC ENERGY MD, LLC, a Maryland Limited Liability Company, Registration Number 3896658, was registered in the State of Ohio on April 26, 2016, is currently authorized to transact business in this state.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 13th day of December, A.D.  
2023.*

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202334700900



### **B.1. Jurisdiction of operations.**

**List all jurisdictions in which the applicant or any affiliated interest of the applicant is certified, licensed, registered or otherwise authorized to provide retail natural gas service or retail/wholesale electric service as of the date of filing the application.**

#### **RESPONSE:**

Atlantic Energy MD, LLC and its affiliates are authorized to operate as electricity and/or natural gas suppliers in New York, Pennsylvania, Maryland, Delaware, New Jersey, District of Columbia, Ohio, Illinois, Connecticut, and Massachusetts.

By Letter issued on November 10, 2011, the New York Public Service Commission authorized Atlantic Energy, LLC to operate as an Energy Services Company in the State of New York.

By Order issued March 23, 2016, the Maryland Public Service Commission granted licenses to Atlantic Energy MD, LLC operate as a supplier of electricity (License IR-3605) and natural gas (License IR-3604) in the state of Maryland.

On July 20, 2016, the Massachusetts Department of Public Utilities approved the Application of Atlantic Energy MA, LLC to act as a Competitive Supplier of Electricity under License Number CS-162 in the Commonwealth of Massachusetts. On January 3, 2018 the Massachusetts Department of Public Utilities approved the Application of Atlantic Energy MA, LLC to act as a Competitive Supplier of Natural Gas under License Number GS-065 in the Commonwealth of Massachusetts.

By Order issued on August 11, 2016 in Docket Number A-2016-2542024, the Pennsylvania Public Utility Commission granted Atlantic Energy MD, LLC a license authorizing Atlantic Energy MD, LLC to offer, render, furnish or supply natural gas services as a supplier to the public, limited to residential, small commercial (under 6,000 MCF annually), large commercial (6,000 MCF or more annually), and industrial customers in the natural gas distribution company service territories of Valley Energy, UGI Utilities, Inc., UGI Central Penn Gas, UGI Penn Natural Gas, PECO Energy Company, Philadelphia Gas Works, National Fuel Gas Distribution Corporation, Peoples Natural Gas Company, LLC, Peoples Natural Gas Company, LLC - Equitable Division, Peoples TWP LLC, and Columbia Gas of Pennsylvania, Inc. within the Commonwealth of Pennsylvania.

By Order issued on August 11, 2016 in Docket Number A-2016-2542085, the Pennsylvania Public Utility Commission granted Atlantic Energy MD, LLC a license to offer, render, furnish or supply electricity or electric generation services as a supplier to residential, small commercial (25 kW and under demand), large commercial (over 25 kW demand), and industrial customers in the electric distribution company service territories of Duquesne Light Company, Metropolitan Edison Company, PECO Energy Company, Pennsylvania Electric Company, Pennsylvania Power Company, PPL Electric Utilities Corporation, and West Penn Power Company in the Commonwealth of Pennsylvania.

By Order issued on November 9, 2016, in Case no. 16-1567-EL-CRS, the Public Utilities Commission of Ohio granted the Application of Atlantic Energy MD, LLC for Certification as a Competitive Retail Electricity Supplier in the State of Ohio. On November 29, 2016, the Public Utilities Commission of Ohio issued Atlantic Energy MD, LLC Certificate Number 16-1141E(1) to provide power marketer services in the State of Ohio. By Order entered on November 15, 2018, the Public Utilities Commission of Ohio issued Atlantic Energy MD, LLC Certificate Number 16-1141E(2) to provide power marketer services in the State of Ohio. On November 11, 2022, the Public Utilities Commission of Ohio issued Atlantic Energy MD, LLC its renewal certificate to provide power marketer services in the State of Ohio. On January 30, 2018, the Public Utilities Commission of Ohio issued Atlantic Energy MD, LLC Certificate Number 18-640(1) to certify Atlantic Energy MD, LLC to provide Retail Natural Gas Marketer Services in the State of Ohio. On January 26, 2022, the Public Utilities Commission of Ohio issued Atlantic Energy MD, LLC its renewal certificate to provide Retail Natural Gas Marketer Services in the State of Ohio. By Order issued on December 20, 2016, in Docket No. 16-0778, the Delaware Public Service Commission granted Atlantic Energy MD, LLC a certificate to operate as an Electric Supplier in the State of Delaware.

By Decision issued on December 21, 2016, in Docket No. 16-09-19, the Public Utilities Regulatory Authority of Connecticut granted Atlantic Energy MA, LLC an Electric Supplier License.

By Order number 18616 issued December 30, 2016 in Case numbers GA 2016-06 and GA 2016-06, the Public Service Commission of the District of Columbia granted licenses to Atlantic Energy MD, LLC to function as an electricity and natural gas supplier in the District of Columbia.

On March 24, 2017, the New Jersey Board of Public Utilities issued licenses to Atlantic Energy MD, LLC to serve as an Electric Power Supplier and Gas Supplier (License Numbers ESL-0192 and GSL-0166) in the state of New Jersey.

By Order issued on May 17, 2018 in Docket No. 18-0734, the Illinois Commerce Commission granted Atlantic Energy MD, LLC a Certificate of Service Authority to operate as an Alternative Gas Supplier for all eligible residential and small commercial customers in the service areas of Northern Illinois Gas Company d/b/a Nicor Gas Company, The Peoples Gas, Light and Coke Company, and North Shore Gas Company, and the eligible small business customers in the service territory of Ameren Illinois Company. By Order issued on May 17, 2018, in Docket No. 18-073 the Illinois Commerce Commission granted Atlantic Energy MD, LLC a Certificate of Service Authority to operate as an Alternative Retail Electric Supplier in the service territory of Commonwealth Edison Company.

On July 7, 2023, Atlantic Energy Texas LLC applied for a Retail Electric Provider Certificate to the Public Utility Commission of Texas. The application is currently pending under Control Number 55268, and anticipated to be granted before the end of 2023.

## **B.2. Experience and plans.**

**Describe the applicant's experience in providing the service(s) for which it is applying (e.g., number and type of customers served, utility service areas, amount of load, etc.). Include the 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 Sections 4928.10 and/or 4929.22 of the Ohio Revised Code.**

### **RESPONSE:**

Atlantic Energy, LLC obtained approval from the New York Public Service Commission to operate as a supplier on November 10, 2011, and the company became a customer of the New York Independent System Operator (NYISO) effective June 27, 2013. Atlantic Energy successfully completed the EDI certification process for Core, Utility Rate, and Bill Ready Transactions, met the applicable utility creditworthiness requirements, and began serving load in the service territories of Con-Edison and National Grid in late 2013, and Central Hudson and Orange & Rockland in 2014. Atlantic Energy began supply natural gas to customers in the National Fuel, Con-Edison, and National Grid New York utility service territories in 2013. Atlantic Energy's customers are primarily residential and small commercial customers.

Atlantic Energy MD, LLC was formed in 2015 to provide retail gas and electricity supply in the states of Maryland, Ohio, New Jersey, Pennsylvania, Delaware and the District of Columbia. As an affiliate company, Atlantic Energy MD, LLC will utilize Atlantic Energy's operational staff, compliance team, customer service personnel, vendor relationships, sales and marketing professionals, and administrative personnel for its operations in Ohio.

Atlantic Energy MD, LLC has been certified as a Competitive Retail Electricity Service Supplier since November of 2016, and a Competitive Retail Natural Gas Supplier since January 2018, and continues to meet the appropriate technical qualifications necessary to do business successfully and properly in Ohio as a Competitive Supplier. Atlantic Energy is led by a team of experienced management professionals and has retained the services of a leading energy procurement and EDI transaction firm to support the company's operations and expected growth.

Robert Cantrell serves as Chief Executive Officer of the Atlantic Energy family of companies and is primarily responsible for the organization's strategic vision.

Emily Cipes is General Counsel for the Atlantic Energy family of company. Ms. Cipes oversees all aspects of sales and marketing to ensure compliance with applicable regulations,

statutes, and orders. She also is responsible for ensuring Atlantic's compliance with all state licensure and reporting requirements.

Phillip Wills serves as Chief Financial Officer for the Atlantic Energy family of companies and is primarily responsible for the day-to-day operations including financial transactions, accounting/payroll, legal/regulatory compliance, and vendor relations.

Marta Odom serves as Chief Operating Officer for the Atlantic Energy family of companies and is primarily responsible for the day-to-day operations including oversight of the Customer Service Team and EDI activity.

As a CRNGS operating in Ohio for the past six years, Atlantic has demonstrated its ability to provide customer service and respond to customer complaints in accordance with the PUCO's regulations.

Atlantic utilizes VertexOne, formerly known as EC InfoSystems for its EDI Transaction Management, to coordinate billing and accounts receivable functions with the various utilities that deliver Atlantic's electricity and natural gas. Latitude currently interfaces with numerous utility companies in multiple states on behalf of its clients.

Atlantic conducts third party verifications using a combination of leading outside vendors and internal personnel.

Atlantic markets its services to all classes of customers and offers fixed and variable rate product offerings, in conjunction with value added promotions and service offerings. Atlantic currently does marketing through in person, phone, and online channels.

Atlantic has successfully completed the EDI certification processes and met the applicable utility creditworthiness requirements, and serves load in the following utility service territories: Con-Edison, Keyspan NY, Keyspan Long Island, NYSEG, Central Hudson, Orange & Rockland, National Fuel Gas, RG&E, Baltimore Gas & Electric, Delmarva, PEPCO, Potomac Edison, NSTAR, National Grid, WMECO, PSE&G, Atlantic City Electric, South Jersey Gas, Duke Electric, Duke Gas, PECO, PPL, Duquesne Light, Philadelphia Gas Works, PEPCO DC, PSEG, Ohio Edison, Toledo Edison, the Illuminating Company, AEP, Columbia Gas Ohio, and Dominion East Ohio.

Atlantic employs a formal complaint management process that is integral to its commitment to customer service. The initiation of the Complaint Management Process triggers a prompt and thorough investigation, evaluation of any sales agent involved, and the issuance of demerits to sales agents where evidence of non-compliant behavior is found. This transparent process may culminate in the termination of sales agents involved and the prevention of enrollment processing. A complaint can be generated from multiple sources: on a Welcome Call, during a

Field Audit, during a Sales Call Audit, directly from a customer to Atlantic Energy's Florida based call center, etc. All complaints, regardless of their source, are treated with the highest priority and sincerity. Upon receiving customer inquiries and complaints from any of the aforementioned sources, the customer response team promptly initiates an investigation into the relevant allegations in order to satisfactorily respond to the customer to address the customer's concerns and to determine whether the agent should receive a Demerit or other remediation. The customer response team listens to the call recording, if applicable, including reviewing the results of any Sales Call Audit. For D2D enrollments, the customer response team reviews any other complaints against the sales agent to understand whether any patterns of similar concerns are present and how many - if any - demerits have previously been issued to the sales agent. Additionally, the customer response team reviews the results of the welcome call and any Enrollment Audit. The customer response team is responsible for identifying trends at both an agent level and the vendor level. Trends may be identified by complaints of a similar nature or with similar facts. If the same types of complaints are received about a vendor or an agent, the customer response team will notify the vendor and require appropriate action to be taken immediately to assure the trend does not continue and the underlying issue is fully addressed. If improper behavior is identified, Atlantic Energy will additionally issue training alerts to all its vendors in the field or on the phones to inform them about the issue and instruct them to take proactive steps to guarantee that such behavior is not occurring in their team ("Training Alerts"). After reviewing all the relevant documentation, the customer response team decides on how to resolve the issue. This includes a decision on the application of the Demerit Point System to categorize and measure the level of ethical sales conduct by agents. Additionally, the customer response team determines how to rectify any issues as they relate to the customer's contract with Atlantic Energy. If the investigation does not illuminate a clear determination, the complaint is escalated. The results of an investigation per the Complaint Management Process are logged in Atlantic Energy's systems and demerits are issued accordingly.

Atlantic's plans for the future include expanding to Texas.

### B.3. Disclosure of liabilities and investigations.

**For the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant, describe all existing, pending or past rulings, judgments, findings, contingent liabilities, revocation of authority, regulatory investigations, judicial actions, or other formal or informal notices of violations, or any other matter related to competitive services in Ohio or equivalent services in another jurisdiction.**

Party	Agency/Court	Present Status and/or Resolution
Atlantic Energy MA, LLC (Affiliate)	Connecticut Public Utility Regulatory Authority ("PURA")	In August 2020, PURA issued interrogatories on the Applicant's affiliate, Atlantic Energy MA, LLC ("Atlantic MA"), in connection to allegations of violating marketing rules with regard to providing advance notice of telesales vendors and other related activity. Atlantic MA subsequently entered into a settlement agreement with PURA in April 2022, under which it paid restitution to affected customers, returned all residential customers to default utility service, and agreed not serve or market to any Connecticut residential customers for two years.
Atlantic Energy MA, LLC (Affiliate)	Massachusetts Department of Public Utilities ("MA DPU")	In May 2022, Applicant's affiliate, Atlantic Energy MA, LLC ("Atlantic MA"), received notice from the MA DPU of potential violations of door-to-door marketing notification rules. Atlantic MA subsequently entered into a settlement with MA DPU, under which it donated \$24,750 to a designated non-profit entity.
Applicant	Maryland Public Service Commission ("MDPSC")	On June 15, 2021, the MDPSC approved a Settlement between Atlantic Energy MD, LLC ("Atlantic MD"), the Maryland of Office of People's Counsel ("OPC"), and MDPSC Staff regarding a complaint filed by the staff of the MD PSC (MD PSC Case No. 9624). Staff and OPC had questioned approximately 90 customer enrollments out of more than 15,000 customers signed up by Atlantic MD between 2016 and 2019. The Settlement resolved the complaint with no finding of a violation by Atlantic MD. Atlantic MD agreed to pay a civil penalty of \$250,000, issue refunds to a specified group of commercial and residential customers, make minor changes to its customer contracts and TPV scripts, and provide semi-annual reporting to the staff and OPC for two years.
Atlantic Energy LLC (Affiliate)	New York Public Service Commission ("NYPSC")	In November of 2022, Atlantic Energy LLC ("Atlantic NY") received a Notice of Apparent Violation ("NOAV") from the NYPSC concerning allegations of potential rules violations related to renewable electric service to mass market customers, among other things. The NOAV subsequently led to the issuance of an Order to Show Cause against Atlantic NY, which is currently pending under Case No. 23-M-0166. Atlantic NY denies the vast majority of the allegations in the Order to Show Cause.

### **C.1. Financial reporting.**

**Provide a current link to the most recent Form 10-K filed with the Securities and Exchange Commission(SEC) or attach a copy of the form. If the applicant does not have a Form 10-K, submit the parent company's Form 10-K. If neither the applicant nor its parent is required to file Form 10-K, state that the applicant is not required to make such filings with the SEC and provide an explanation as to why it is not required.**

#### **RESPONSE:**

Not Applicable. Atlantic Energy MD, LLC is a privately held Limited Liability Company and is therefore not required to file with the SEC.



**C.2. Financial statements.**

**REDACTED**

Provide copies of the applicant's two most recent years of audited financial statements, including a 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, provide 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 bank account numbers redacted. If the applicant is unable to meet the requirement for two years of financial statements, the Staff reviewer may request additional financial information.

**RESPONSE:**

[REDACTED]

### **C.3. Forecasted financial statements.**

#### **REDACTED**

Provide two years of forecasted income statements based solely on the applicant's anticipated business activities in the state of Ohio. Include the following information with the forecast: a list of assumptions used to generate the forecast; a statement indicating that the forecast is based solely on Ohio business activities only; and the name, address, email address, and telephone number of the preparer of the forecast. The forecast may be in one of two acceptable formats: 1) an annual format that includes the current year and the two years succeeding the current year; or 2) a monthly format showing 24 consecutive months following the month of filing this application broken down into two 12-month periods with totals for revenues, expenses, and projected net incomes for both periods. Please show revenues, expenses, and net income (revenues minus total expenses) that is expected to be earned and incurred in business activities only in the state of Ohio for those periods. If the applicant is filing for both an electric certificate and a natural gas certificate, please provide a separate and distinct forecast for revenues and expenses representing Ohio electric business activities in the application for the electric certificate and another forecast representing Ohio natural gas business activities in the application for the natural gas certificate.

#### **RESPONSE:**

[REDACTED]

#### **C.4. Credit rating.**

**Provide a credit opinion disclosing the applicant's credit rating as reported by at least one of the following ratings agencies: Moody's Investors Service, Standard & Poor's Financial Services, Fitch Ratings or the National Association of Insurance Commissioners. If the applicant does not have its own credit ratings, substitute the credit ratings of a parent or an affiliate organization and submit 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 "Not Rated".**

#### **RESPONSE:**

Not Rated.

**C.5. Credit report.**

**REDACTED**

Provide a copy of the applicant's credit report from Experian, Equifax, TransUnion, Dun and Bradstreet or a similar credit reporting organization. If the applicant is a newly formed entity with no credit report, then provide a personal credit report for the principal owner of the entity seeking certification. At a minimum, the credit report must show summary information and an overall credit score. Bank/credit account numbers and highly sensitive identification information must be redacted. If the applicant provides an acceptable credit rating(s) in response to C-4, then the applicant may select "This does not apply" and provide a response stating that a credit rating(s) was provided in response to C-4.

**RESPONSE:**

[REDACTED]

#### **C.8. Corporate structure.**

**Provide a graphical depiction of the applicant's corporate structure. Do not provide an internal organizational chart. The graphical depiction should include all parent holding companies, subsidiaries and affiliates as well as 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 the applicant may respond by stating that it is a stand-alone entity with no affiliate or subsidiary companies.**

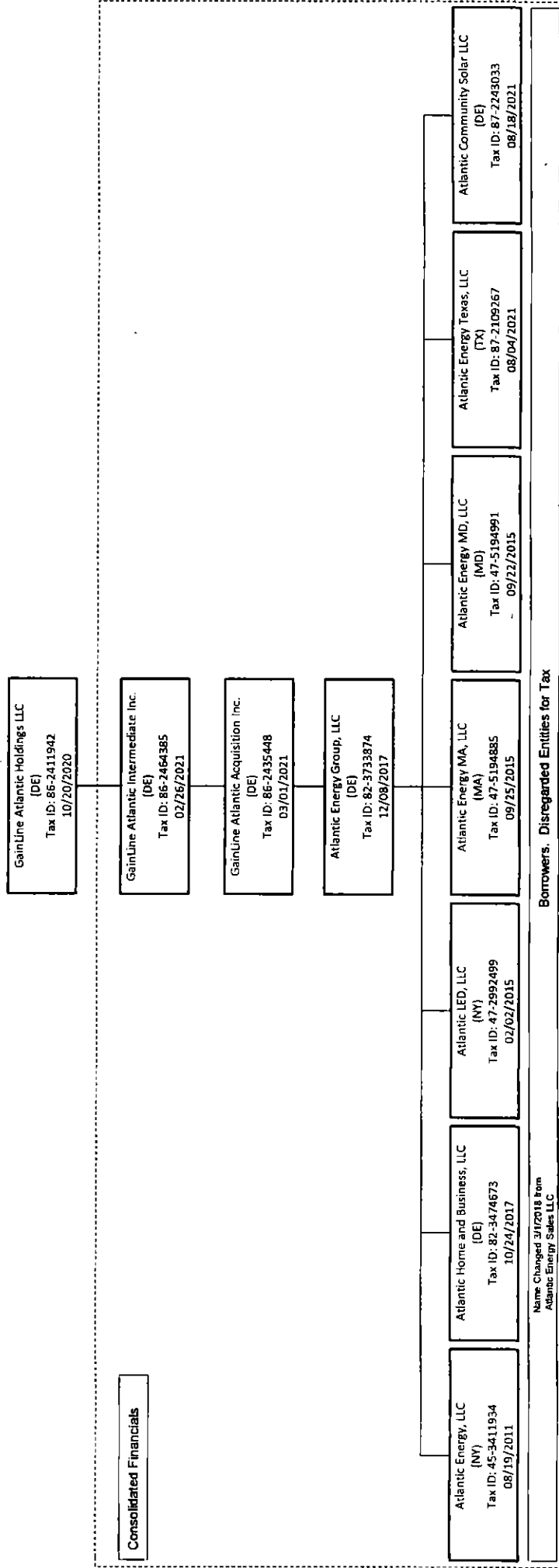
#### **RESPONSE:**

Please refer to the attached.

# Atlantic Energy

GainLine Capital Partners/PLH/USAP/Brown = 100%

GainLine Atlantic Holdings LLC = 100%



### **C.9. Financial arrangements.**

**Provide copies of the applicant's financial arrangements to satisfy collateral requirements to conduct natural gas business activities (e.g., parental guarantees, letters of credit, contractual arrangements, etc., as described below). Renewal applicants may provide a current statement from an Ohio local distribution utility (LDU) that shows that the applicant meets the LDU's collateral requirements. The statement or letter must be on the utility's letterhead and dated within a 30-day period of the date the applicant files its renewal application. First-time applicants or applicants whose certificate has expired must meet the requirements of C-9 in one of the following ways:**

- 1. The applicant itself states that it is investment grade rated by Moody's Investors Service, Standard & Poor's Financial Services, or Fitch Ratings and provides evidence of rating from the rating agencies. If you provided a credit rating in C-4, reference the credit rating in the statement.**
- 2. The applicant's parent company is investment grade rated (by Moody's, Standard & Poor's, or Fitch) and guarantees the financial obligations of the applicant to the LDU(s). Provide a copy of the most recent credit opinion from Moody's, Standard & Poor's or Fitch.**
- 3. The applicant's parent company 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 parent company's financials and a copy of the parental guarantee must be included in the application if the applicant is relying on this option.**
- 4. The applicant can provide evidence of posting a letter of credit with the LDU(s) listed as the beneficiary, in an amount sufficient to satisfy the collateral requirements of the LDU(s).**

### **RESPONSE:**

**Please refer to the attached.**



139 East Fourth  
EX396  
Cincinnati, Ohio 45202

December 14, 2023

Atlantic Energy has met the Gas Collateral obligations for Duke Energy Corporation as of December 14, 2023.

*Heather Klein*

Duke Energy Corp  
Certified Supplier Business Center  
[CSBCreps@duke-energy.com](mailto:CSBCreps@duke-energy.com)





#### **D.1. Operations.**

**Gas Marketers:** Describe the operational nature of the applicant's business, specifying whether operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and/or the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.

#### **RESPONSE:**

Atlantic Energy MD, LLC provides services as a competitive retail natural gas marketer as defined in Ohio Administrative Code 4901:1-27-01. Atlantic purchases natural gas from wholesale suppliers for its retail sales and handles all nomination and scheduling of retail natural gas for delivery of natural gas to the natural gas company city gate for ultimate distribution to retail end user customers.

## **D.2. Operations expertise and key technical personnel.**

**Provide evidence of the applicant's experience and technical expertise in performing the operations described in this application. Include the names, titles, e-mail addresses, telephone numbers and background of key personnel involved in the operational aspects of the applicant's business. If vendors or third parties are or will be utilized for any activities listed in this application, provide the name and contact information for each and list which activities they will perform. Also indicate which activities will be performed directly by the company. Please note that this information is required to be updated within 30 days of any changes.**

### **RESPONSE:**

Please see response to A-12 and B-2.