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Viridian Energy PA LLC

Application for Certificate of  
Service Authority under Section  
16-115 of the Public Utilities Act.

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Docket No.

*13-0135*

CHIEF CLERK'S OFFICE

APPLICATION

Viridian Energy PA LLC ("Applicant"), hereby requests that the Illinois Commerce Commission ("Commission") grant it a certificate of service authority pursuant to Section 16-115 of the Public Utilities Act ("Act"). Viridian Energy PA LLC is filing under subpart D of Part 451. In support of its application, Applicant states as follows:

REQUIREMENTS FOR ALL APPLICANTS [451.20]

1. State whether Applicant currently has authority from the Commission to be an ARES, and if so, the Docket Number under which such authority was granted.

Applicant currently has authority from the Commission to be an ARES under Docket Number 11-0348. Applicant requests that such current authority be consolidated with any authority granted pursuant to this application, under the docket number of this application.

2. A statement to disclose whether it is licensed as an alternative retail electric supplier in any other jurisdictions, similar to the licensure required under Section 16-115 of the Illinois Public Utilities Act. Additionally, the Applicant is directed to disclose whether it, or any of its affiliates, has had any complaints filed against it for its provision of any services in the electric or gas industry in this or any other jurisdiction. If yes, the Applicant is directed to include in its response the nature of the complaint, the jurisdiction, and the ultimate resolution.

Applicant currently holds licenses as an alternative retail electric supplier in New York (ESCO Code VRPA), Pennsylvania (Docket #A-2009-2145794), Maryland (License No. IR-1840), New Jersey (License No. ESL-0084), the District of Columbia (Order #16446) and Delaware (Order #8178).

In an abundance of caution, Applicant discloses all formal and informal complaints filed against it or any of its affiliates for the provision of any services in the electric or gas industry with any entity or regulatory agency in Illinois or any other jurisdiction during the previous three calendar years. Included in this listing of the formal and informal complaints are: the nature of the complaints, the jurisdiction and the ultimate resolution. Please note that Regional Energy Holdings, which was formed in 2009 as a holding company that owns a portfolio of energy services companies, did not start tracking complaints until February of 2010 and the totals for Public Power have just recently been gathered. Please see Attachment A which is filed separately and confidentially with the Illinois Commerce Commission.

In fall 2012, a change occurred to Applicant's corporate organizational structure. On September 18, 2012, Regional Energy Holdings, Inc. ("REH"), Public Power LLC ("Public Power") and Crius Energy LLC ("Crius") implemented an Exchange Agreement, through which each of the members holding ownership interests in Public Power and the stockholders owning shares of REH contributed a portion of their interests in Public Power and REH to Crius, each in exchange for 50 percent of the ownership interests in Crius. As a result of the Exchange Agreement, Applicant's affiliates now include: Public Power LLC, a Connecticut limited liability company; Public Power LLC, a Pennsylvania limited liability company; Public Power & Utility of New Jersey LLC; Public Power & Utility of Maryland LLC; Viridian Network LLC; Viridian Energy LLC; Viridian Energy NY LLC; Cincinnati Bell Energy LLC; FairPoint Energy LLC and FTR Energy Services, LLC. A copy of Applicant's corporate organizational chart is provided in Attachment B.

3. Applicant certifies that it will comply with all applicable Federal, State, regional and industry rules, practices, policies, procedures and tariffs for the use, operation, maintenance, safety, integrity, and reliability of the interconnected electric transmission system; [451.20(a)]
4. Applicant agrees to submit good faith schedules of transmission and energy in accordance with applicable tariffs. [451.20(a)]

5. Applicant certifies that it will comply with informational and reporting requirements that the Commission may by rule establish; [451.20(b)]
6. Applicant certifies that it will provide for review by Staff on a confidential and proprietary basis data related to contracts for the purchase and sale of electric power and energy; [451.20(b)]
7. Applicant's name and street address: [451.20(c)(1)]

Viridian Energy PA LLC  
1055 Washington Blvd., Seventh Floor  
Stamford, Connecticut 06901

- a) Federal Employer Identification Number: [451.20(c)(2)]  
EIN 27-1089221
  - b) Type of business entity: LLC
  - c) Jurisdiction in which and under whose laws business entity was created:  
Nevada
  - d) Other names under which Applicant does business (D/B/A): None
  - e) Registered Agent in Illinois:  
National Registered Agents Inc.  
200 W. Adams St., Ste. 2007  
Chicago, IL 60606-5230  
Phone: (800) 934-2556
8. The Applicant shall demonstrate that:
- a) Applicant is licensed to do business in the State of Illinois, as demonstrated in Attachment C. [451.20(d)(1)]
  - b) Applicant's employees that will be installing, operating, and maintaining generation, transmission, or distribution facilities within the State of Illinois, as well as any entity with which the Applicant has contracted to

perform those functions, have the requisite knowledge, skills, and competence to perform those functions in a safe and responsible manner in order to provide safe and reliable service in accordance with the criteria stated in Section 16-128(a) of the Act [220 ILCS 5/16-128(a)]. [451.20(d)(2)]

This section is does not apply to Applicant. Applicant will not install, operate, or maintain generation, transmission, or distribution facilities within the State of Illinois.

9. Applicant shall certify compliance with all other applicable laws and regulations and Commission rules and orders; [451.20(e)]
10. Applicant shall certify it will procure renewable energy resources as required by Section 16-115D and subsection (d) of Section 16-115 of the Act, or shall certify that Section 16-115D and subsection (d) of Section 16-115 of the Act do not apply to it pursuant to subsection (h) of Section 16-115D of the Act. [451.20(f)].
11. Applicant shall certify that it will source electricity from clean coal facilities, as required by Section 16-115(d)(5) of the Act. [451.20(g)]

#### REQUIRED FILINGS AND PROCEDURES [451.30]

12. Applicant will publish notice of its application for certification in the Official State Newspaper within 10 days following its filing of the application for certification. The applicant will file proof of publication with the Clerk of the Commission within 5 days after publication. [451.30(a)]
13. Applications for certification shall be verified as required by Section 200.130 of the Commission's "Rules of Practice" (83 Ill. Adm. Code 200.130)

14. Geographic area in which Applicant seeks to be authorized to offer service (if less than entire State, provide detailed description) and the types of services it intends to offer. [451.30(c)]

Applicant seeks to provide retail electricity service to residential, commercial and industrial customers in the Ameren Illinois and Commonwealth Edison service territories.

- a) Description of Applicant's business. Applicant is not affiliated with an Illinois utility. [451.30(c)(1)]

Applicant will supply electricity to residential, commercial, and industrial customers in Illinois as an Alternative Retail Electric Supplier. Applicant anticipates chiefly competing on the basis of price, but will also place a high priority on customer satisfaction.

Applicant, Viridian Energy PA LLC, is a wholly-owned subsidiary of Regional Energy Holdings Inc. Regional Energy Holdings Inc. is a subsidiary of Crius Energy LLC. Both Regional Energy Holdings, Inc. and Crius Energy LLC operate as holding companies for a family of energy brands.

Applicant is not affiliated with an Illinois utility, however as a result of the corporate structure, Applicant has affiliate relationships with the other subsidiaries of Crius Energy LLC. One of Applicant's affiliates, Public Power LLC, is licensed as Alternative Retail Electricity Suppliers in Illinois.

- b) Description of the characteristics of customer group(s) Applicant proposes to serve. [451.30(c)(2)]

Applicant is applying for certification under Subpart D to serve all classes of retail customers. Specifically, Applicant proposes to serve residential, commercial and industrial customers.

- c) Proof that Applicant notified the designated in-state agent for each affected utility that Applicant intends to serve customers in that utility's service area, as demonstrated in Attachment D. [451.30(c)(3)]

15. The Applicant shall certify compliance with all terms and conditions required by Sections 16-115A(a), (b), and (f), 16-119, 16-123, 16-125(b) and (c), 16-127,

and 16-128(a) of the Act, to the extent those Sections have application to the services being offered by the alternative retail electric supplier; [451.30(d)(2)]

16. Application shall include Contact Persons for the following:

a) issues related to processing this application,

Jan L. Fox  
Senior Vice President and General Counsel  
1055 Washington Blvd., Seventh Floor  
Stamford, Connecticut 06901  
(t) 203.517.0130  
(f) 203.738.1044  
Email: jfox@criusenergy.com

b) issues related to retail customers, including complaint resolution, and

Sojourna Sancho  
Compliance Manager  
1055 Washington Blvd., Seventh Floor  
Stamford, Connecticut 06901  
(t) 203.663.7539  
(f) 203.663.7544  
Email: ssancho@criusenergy.com

c) technical issues, including scheduling of generation, transmission, and distribution, and issues arising from relationships with other providers of electric services.

Roop Bhullar  
Chief Financial Officer  
1055 Washington Blvd., 7<sup>th</sup> Floor  
Stamford, Connecticut 06901  
(t) 203.883.9900  
(f) 203.738.1044  
rbhullar@criusenergy.com

Eric Wilkins  
Power Supply Manager  
1055 Washington Blvd., 7<sup>th</sup> Floor  
Stamford, Connecticut 06901  
(t) 203.663.7536  
ewilkins@criusenergy.com

17. Applicant agrees to accept service by electronic means. [451.30(e)]

CUSTOMER RECORDS AND INFORMATION [451.40]

18. Applicant agrees to adopt and follow rules and procedures ensuring that authorizations received from customers, customer billing records, and requests for delivery service transmitted to utilities are retained for a period of not less than two calendar years after the calendar year in which they were created. [451.40(a)]
19. Applicant agrees to adopt and follow rules and procedures to preserve the confidentiality of its customer's data. [451.40(b)]

LICENSE OR PERMIT BOND REQUIREMENTS [451.50]

20. Applicant is required to execute and maintain a copy of the license or permit bond in the name of the People of the State of Illinois issued by a qualifying surety or insurance company authorized to transact business in the State of Illinois. The amount of the bond shall equal the amount specified in Part 451.50(a) for the appropriate group of customers the Applicant seeks certification to serve.

A copy of Applicant's permit bond as well as proof that the surety meets the definition of qualifying surety is provided in Attachment E.

FINANCIAL QUALIFICATIONS [451.320]

21. Applicant meets one of the six financial criteria set forth in Part 451.110(a)(1-6), 451.220(a)(1-6), or 451.320(a)(1-6), as demonstrated in Attachment F.

Attachment F filed confidentially and separately in the above-styled proceeding and which contains highly sensitive protected information as further set forth in the Motion for Protective Order and *Pro Hac Vice* filed simultaneously with this Application, contains the documents showing that Applicant meets the financial criteria set forth in Part 451.320(a)(2).

22. Applicant will not provide electric power and energy with property, plant and equipment that it owns, controls, or operates.

TECHNICAL QUALIFICATIONS [451.330]

23. Applicant will not use electric generation, transmission or distribution facilities that it owns, controls or operates in serving customers.

Applicant meets the requirements of Part 451.330 as demonstrated in Attachment G, Attachment H, and below.

Crius Energy LLC is a holding company for a family of energy brands. Employees of Crius Energy Management LLC exclusively operate or provide services for all of the licensed brands, which include Viridian Energy PA LLC. Viridian Energy PA LLC is a wholly owned subsidiary of Regional Energy Holdings Inc. Regional Energy Holdings Inc. is a wholly owned subsidiary of Crius Energy LLC. Please see Attachment G, filed confidentially, for a services agreement between Viridian Energy PA LLC and Regional Energy Holdings, Inc. Please refer back to Attachment B for Applicant's corporate organizational chart.

Attachment H contains the résumés of individuals from Applicant's staff with relevant experience Applicant believes satisfies the applicable technical experience requirements, including the duration of that experience.

Applicant does not own generation, transmission, or distribution facilities so the question concerning the individuals on Applicant's staff having experience working with Applicant's facilities or an electric generation, transmission, or distribution facility that is substantially similar to the facility that Applicant owns does not apply.

The following individuals on Applicant's staff have experience buying and selling power and energy in wholesale markets: Michael Fallquist—Chief Executive Officer; Roop Bhullar—Chief Financial Officer; Michael Chester—Vice President, Operations, Steve Bogin—Gas Scheduler; and Eric Wilkins—Power Supply Manager. The following individuals on Applicant's staff have at least four years of experience buying and selling power and energy in wholesale markets: Steve Bogin—Gas Scheduler. Please see Attachment H for the résumés of the above listed staff members.

The following individuals on Applicant's staff have at least one year of scheduling experience working for an entity that is either a member of PJM, a market participant in the Midwest ISO, or has a system operator certificate from NERC, or has earned Certified Energy Procurement Professional status by the Association of Energy Engineers (or equivalent certification): Steve Bogin—Gas Scheduler and Eric Wilkins—Power Supply Manager. Please see Attachment H for the résumés of the above listed staff members.

Applicant agrees to maintain the following telephone number, fax number, and address where Applicant's staff can be directly reached at all times. Applicant understands that maintenance of an answering service or machine, pager, or similar message-taking procedure does not satisfy this requirement. [451.230(c), 451.330(c), 451.420(b)]

Applicant's staff can be reached at the following telephone number, fax number, and address at all times.

Phone: (203) 663-5089

Fax: (917) 677-7189

Address: 1055 Washington Blvd., Seventh Floor  
Stamford, CT 06901

MANAGERIAL QUALIFICATIONS [451.340 and 451.350]

24. Applicant meets the managerial qualifications set forth in Part 451.340, as demonstrated in Attachment I. Attachment J, submitted confidentially, includes an exhibit containing a corporate organizational chart and identifying the persons or agents who are being used to meet each of the requirements of Part 451.340(b).

The following individuals in management positions on Applicant's staff have four years of experience with enterprise financial and administration responsibilities including profit and loss responsibilities:

Michael Fallquist—Chief Executive Officer; Roop Bhullar—Chief Financial Officer; Michael Chester—Vice President, Operations.

The following three individuals in management positions on Applicant's staff have four years of experience buying and selling power and energy in wholesale markets:

Michael Fallquist—Chief Executive Officer; Roop Bhullar—Chief Financial Officer; Michael Chester—Vice President, Operations.

The following three individuals in management positions on Applicant's staff have four years of electric system operational experience:

Michael Fallquist—Chief Executive Officer; Roop Bhullar—Chief Financial Officer; Michael Chester—Vice President, Operations.

25. Applicant is not relying on one or more agents or contractors to meet the technical and managerial requirements of Part 451.120 and 451.130, 451.230 and 451.240, 451.330 and 451.340, or 451.420.

FINANCIAL QUALIFICATIONS FOR SINGLE BILLING SERVICE [451.510]

26. Applicant does not intend to provide single billing services.

GENERAL PROVISIONS FOR APPLICANTS FILING UNDER SUBPART D [451.310]

27. Subpart C and D applicants must certify compliance with all terms and conditions required by Section 16-115A(c) of the Act. [451.210 and 451.310(a)]

Applicant certifies compliance with all terms and conditions required by Section 16-115A(c) of the Act, as required by 451.310(a).

28. Applicant shall state any limitations that will be imposed on the number of customers or maximum load to be served and certify that it will not deny service to a customer or group of customers nor establish any differences as to prices, terms, conditions, services, products, facilities, or in any other respect, whereby such denial or differences are based on race, gender or income nor deny service to a customer or group of customers based on locality nor establish any unreasonable differences as to prices, terms, conditions, services, products, or facilities as between localities. [451.310 b)]

Applicant does not have any limitations on the number of customers or maximum load to be served.

29. Applicant has not been denied an electric supplier license in any state in the United States. [451.310(c)(1)]
30. Applicant has not had an electric supplier license suspended or revoked by any state in the United States. [451.310(c)(2)]
31. Applicant does not have other electric supplier license applications pending in any state in the United States. [451.310(c)(3)]
32. Applicant is not the subject of any lawsuits that were filed in a court of law or formal complaints that were filed with a regulatory agency alleging fraud, deception, or unfair marketing practices, or other similar allegations. [451.310(c)(4)]

33. Applicant certifies that its marketing materials which make statements concerning prices, terms and conditions of service contain information that adequately discloses the prices, terms and conditions of the products or services that the Applicant is offering or selling to the customer. [451.310(d)(1)]
34. Applicant certifies that before any customer is switched from another supplier, Applicant will give the customer written information that adequately discloses, in plain language, the prices, terms and conditions of the products and services being offered and sold to the customer. [451.310(d)(2)]
35. Applicant certifies it will provide documentation to the Commission and to customers that substantiates any claims made by the Applicant regarding the technologies and fuel types used to generate the electricity offered or sold to customers. [451.310(d)(3)]
36. Applicant certifies it will provide to the customer itemized billing statements that describe the products and services provided to the customer and their prices, and provide an additional statement, at least annually, that adequately discloses the average monthly prices, and the terms and conditions, of the products and services sold to the customer. [451.310(d)(4)]
37. Applicant certifies it will include materials comprising the consumer education program (pursuant to Section 16-117 of the Act [220 ILCS 5/16-117]) with all initial mailings to potential residential and small commercial retail customers and before executing any agreements or contracts with such customers, and that Applicant will provide these materials at no charge to residential and small commercial retail customers upon request. [451.310(e) and 451.310(f)]
38. Applicant certifies it will provide to residential and small commercial retail customers on a semiannual basis information on how to obtain a list of

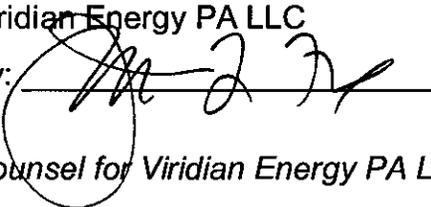
alternative retail electric suppliers that have been found in the last 3 years by the Commission (pursuant to Section 10-108 of the Act [220 ILCS 5/10-108]) to have failed to provide service in accordance with the terms of their contracts (pursuant to Section 16-117(g)(4)(C) of the Act). [451.310(g)]

39. Applicant certifies it will maintain sufficient managerial resources and abilities to provide the service for which it has a certificate of authority. [451.340(d)]

WHEREFORE, Applicant requests that the Commission grant its application for service authority to serve retail customers in all customer classes throughout the State of Illinois.

Respectfully submitted,

Viridian Energy PA LLC

By: 

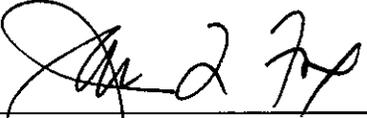
*Counsel for Viridian Energy PA LLC*

Jan L. Fox  
Senior Vice President and General Counsel  
1055 Washington Blvd., Seventh Floor  
Stamford, Connecticut 06901  
(t) 203.517.0130  
(f) 203.738.1044  
Email: [jfox@criusenergy.com](mailto:jfox@criusenergy.com)

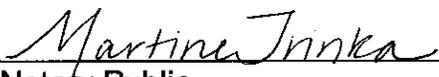
VERIFICATION

STATE OF CONNECTICUT                    )  
COUNTY OF FAIRFIELD                 )     ss:

Jan L. Fox, being first duly sworn, deposes and says that she is the Senior Vice President and General Counsel of Viridian Energy PA LLC; that she has read the foregoing Application of Viridian Energy PA LLC, and all of the attachments accompanying and referred to within the Application; and that the statements contained in the Application and the attachments are true, correct and complete to the best of her knowledge, information and belief.

  
\_\_\_\_\_  
Jan L. Fox

Subscribed and sworn to before me  
this 13 day of February, 2013.

  
\_\_\_\_\_  
Notary Public

Martine Trinka  
Notary Public-Connecticut  
My Commission Expires  
November 30, 2017