

Attachment A:
“Managerial Qualifications”

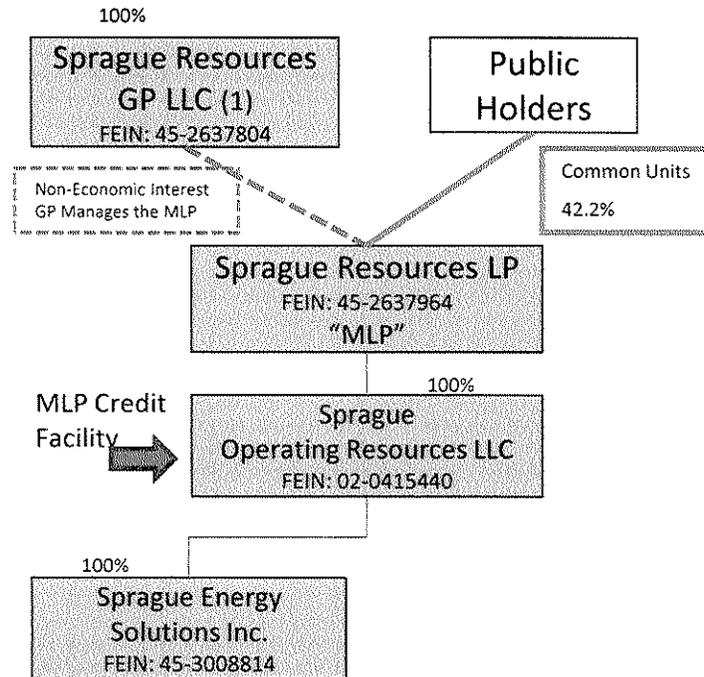
Mark A. Roberts
Managing Director – Natural Gas Sales and Marketing
Sprague Operating Resources

Mark's energy industry experience includes all aspects of oil and gas exploration, utility asset management, regulatory compliance, natural gas trading, sales and marketing. He is presently responsible for managing Sprague's entire natural gas sales and marketing activities and initiatives. This includes 30 employees and a customer list that has grown since its' beginning in 1998 to over 5000 accounts in our present sales area of New England, New York, New Jersey, Pennsylvania, Ohio and West Virginia. He has been with Sprague over 14 years and has over twenty-five years of energy industry experience.

Previously, Mr. Roberts was Director of Gas Operations for AllEnergy Marketing Company where he was responsible for supply planning, procurement and scheduling; cost and margin reporting; related internal systems management development; market analysis, sales support and training. In addition, Mr. Roberts was a Gas Supply Analyst at the Boston Gas Company, Special Assistant to the Secretary of the Massachusetts Executive Office of Energy Resources, and an Independent Petroleum Landman in Texas and Louisiana. He holds a Bachelor's Degree in Business Administration and Finance from Northeastern University.

Brian W. Weego—Mr. Weego was appointed Vice President, Natural Gas of our general partner in July 2011, a position he has held with our predecessor since June 7, 2010. As Vice President, Natural Gas, Mr. Weego is responsible for all elements of the natural gas business unit. Mr. Weego has been continuously employed by our predecessor since he was hired on December 7, 1998, having served as Manager, Natural Gas Supply Operations; Director, Natural Gas Marketing; and Managing Director, Natural Gas Marketing. Prior to joining our predecessor, Mr. Weego spent 11 years in various segments in the natural gas industry and has worked for the Coastal Corporation (wholesale natural gas origination and sales), O&R Energy (natural gas supply and trading) and Commonwealth Gas Company (natural gas utility supply planning and acquisition). Mr. Weego received a Bachelor of Science degree in Management from Lesley University and a Master's degree in Business Administration from the University of New Hampshire Whittemore School of Business and Economics.

**ATTACHMENT B:
“Corporate Organizational Chart”**



ATTACHMENT C:
“Occupational Background Information”

MARK ARTHUR ROBERTS

36 Chisholm Farm Drive
Stratham, New Hampshire 03885
603-957-1571

SUMMARY

Extensive experience in all aspects of natural gas, oil and electricity marketing, sales and supply operations in the Northeastern and Mid-Atlantic United States. Successful track record of: departmental and portfolio management; commercial/industrial account sales; retail market, performance and financial analysis; information systems development; acquisitions and related administration, and numerous other senior level responsibilities associated with a rapidly growing business environment.

Strong proven record of developing commercial, educational, health and public sector sales teams and trainees of all backgrounds and prior philosophies. Experienced in all manner of presentations, traditional and electronic marketing, staffing and all other related management activities.

PROFESSIONAL EXPERIENCE

Sprague Operating Resources LLC

Formerly - Sprague Energy Corp., Portsmouth, NH

1999-Present

Managing Director- Natural Gas Sales and Marketing

Responsibilities continuously increased to my present position where I now manage all natural gas and electricity sales and marketing activities for Sprague throughout our entire business footprint of New England, New Jersey, New York, PA, MD, VA and DC – 30 person department.

- Continually meet all sales budget and annual growth expectations – presently over \$27 million in gross margin
- Successful development of marketing, sales, strategic planning, program and innovative product initiatives.

Regional Sales Manager – Integrated Fuels

Primarily responsible for natural gas, residual/distillate oil and electricity sales in Massachusetts and New Hampshire – six individual direct reports.

- 100% success rate meeting budget expectations (all fuels)
- Annual natural gas sales to exceed 7 BCF combined with annual oil sales of 450,000 BBLs.
- Developed extensive commercial and industrial customer sales database.
- Successfully initiated BTU Option Program for dual-fuel customers.

AllEnergy Marketing Company, Waltham, MA

1996-1998

(Non regulated Spin-off of Boston Gas Company/Eastern Enterprises)

Director – Gas Operations

Designed, assembled and managed an operations department of six individuals responsible for all aspects of the annual delivery of over 24 billion cubic feet of natural gas to customers located behind 25 local distribution companies (LDCs) throughout New England, New York and New Jersey. Direct responsibilities included: staff administration associated with supply planning, procurement and scheduling; cost and margin reporting; internal systems management development; market analysis and sales support and training. Jointly participated in the financial management of the company's natural gas commodity portfolio.

Boston Gas Company, Boston, MA 1992-1996
City Gate Sales – Operations and Sales Manager (4/95 – 4/96)

Responsible for the establishment and implementation of all administrative, operational and marketing initiatives and strategies for a regulated entity to market natural gas and energy services directly to eligible end-users throughout New England. The City Gate Sales department, which consisted of myself and one other individual, was the catalyst for the creation of AllEnergy Marketing Company.

Gas Supply Analyst (10/92-3/95)

Involved in all daily gas supply operations including supply and transportation analysis, scheduling, procurement, supply and pipeline capacity sales and releases.

Vitols Associates – Architects and Planners, Boston, MA 1988-1992
Director of Marketing

Responsible for the expansion of the firm's client base through designing and authoring office and project brochures, work proposals, and presentations. Prepared and oversaw capital needs assessments; public relations; advertising, and computer operations.

Massachusetts Executive Office of Energy Resources, Boston, MA 1983-1988
Special Assistant to the Secretary

Involved in all aspects of federal, state and municipal energy conservation program development and implementation; budgeting and staff supervision; political and public relations; as well as overall joint senior management of the Secretariat.

Independent Petroleum Landman, Houston, TX 1982-1983

Represented numerous Texas-based exploration companies in researching mineral ownership in certain land areas, making contact with mineral owners and securing oil and gas leases through the successful negotiation of oil and gas royalties, rental payments and bonuses.

EDUCATION

Northeastern University, Boston, MA
BSBA: Business Administration/Finance

University of Texas, Austin, TX
Petroleum Land Management

AFFILIATIONS

Board of Directors (Past Member ~ 7 years) Northeast Energy and Commerce Association (NECA)

Past member: City of Boston - Financial Transition Team
Board of Directors - CARAVAN for Commuters
Board of Directors - Franklin Institute of Boston.

REFERENCES AVAILABLE UPON REQUEST

ATTACHMENT D:
“Technical Qualifications”

SPRAGUE ENERGY SOLUTIONS, INC.

Industry Experience

Sprague Energy Solutions, Inc. plans to operate as an electricity broker in MA, ME, MD, CT, DC, DE, IL, NH, OH PA and RH.

The Company's executives and staff have diversified backgrounds and experience in all phases of the electricity and natural gas business, including brokering and retail supply. They also have significant transferable experience from natural gas operations, particularly in marketing, EDI systems and pricing. Attached are biographical sketches of officers and key staff.

ATTACHMENT E:
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Past member: City of Boston - Financial Transition Team
Board of Directors - CARAVAN for Commuters
Board of Directors - Franklin Institute of Boston.

REFERENCES AVAILABLE UPON REQUEST

ATTACHMENT F:
"Surety Bond"

License or Permit Bond

License or Permit Bond No 9169902

Washington International Insurance Company

KNOW ALL MEN BY THESE PRESENTS, That we, Sprague Energy Solutions Inc.
as Principal, and Washington International Insurance Company, a New Hampshire
Corporation, and authorized to do business in Illinois, as Surety, are held and firmly bound unto THE
PEOPLE OF THE STATE OF ILLINOIS as Obligee, in the sum of FIVE THOUSAND AND NO/100
Dollars (\$5,000.00), for which sum, we bind ourselves, our heirs, executors, administrators,
successors and assigns, jointly and severally, by these presents.

THE CONDITIONS OF THIS OBLIGATION ARE SUCH, That WHEREAS, the Principal has
been or is about to be granted a license or permit to do business to operate as an ABC (Agent,
Broker, or Consultant) under 220 ILCS 5/16-115C and is required to execute this bond under 83
Illinois Administrative Code Part 454.80 by the Obligee.

NOW, Therefore, if the Principal fully and faithfully perform all duties and obligations of the
Principal as an ABC, then this obligation to be void; otherwise to remain in full force and effect.

This bond may be terminated as to future acts of the Principal upon thirty (30) days written
notice by the Surety; said notice to be sent to 527 East Capitol Avenue, Springfield, Illinois 62701, of
the aforesaid State of Illinois, by certified mail.

Dated this 16th day of December, 2014

Sprague Energy Solutions Inc.

_____ Principal

by: _____
[name] [title]

Washington International Insurance Company

_____ Surety

by: Anne M. Higginbottom
Anne M. Higginbottom, Attorney-in-Fact

NAS SURETY GROUP

NORTH AMERICAN SPECIALTY INSURANCE COMPANY
WASHINGTON INTERNATIONAL INSURANCE COMPANY

GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, THAT North American Specialty Insurance Company, a corporation duly organized and existing under laws of the State of New Hampshire, and having its principal office in the City of Manchester, New Hampshire, and Washington International Insurance Company, a corporation organized and existing under the laws of the State of New Hampshire and having its principal office in the City of Schaumburg, Illinois, each does hereby make, constitute and appoint:

WILLIAM L. LABBE, JOHN J. FEITELBERG, CATHERINE H. LAWRENCE,

ANNE M. HIGGINBOTTOM, BARRY J. HORGAN and ALYSSA R. MICHAEL

JOINTLY OR SEVERALLY

Its true and lawful Attorney(s)-in-Fact, to make, execute, seal and deliver, for and on its behalf and as its act and deed, bonds or other writings obligatory in the nature of a bond on behalf of each of said Companies, as surety, on contracts of suretyship as are or may be required or permitted by law, regulation, contract or otherwise, provided that no bond or undertaking or contract or suretyship executed under this authority shall exceed the amount of:

FIFTY MILLION (\$50,000,000.00) DOLLARS

This Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Boards of Directors of both North American Specialty Insurance Company and Washington International Insurance Company at meetings duly called and held on the 9th of May, 2012:

"RESOLVED, that any two of the Presidents, any Managing Director, any Senior Vice President, any Vice President, any Assistant Vice President, the Secretary or any Assistant Secretary be, and each or any of them hereby is authorized to execute a Power of Attorney qualifying the attorney named in the given Power of Attorney to execute on behalf of the Company bonds, undertakings and all contracts of surety, and that each or any of them hereby is authorized to attest to the execution of any such Power of Attorney and to attach therein the seal of the Company; and it is

FURTHER RESOLVED, that the signature of such officers and the seal of the Company may be affixed to any such Power of Attorney or to any certificate relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be binding upon the Company when so affixed and in the future with regard to any bond, undertaking or contract of surety to which it is attached."



By [Signature] Steven P. Anderson, Senior Vice President of Washington International Insurance Company & Senior Vice President of North American Specialty Insurance Company



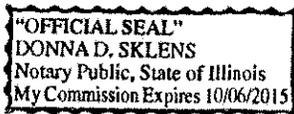
By [Signature] David M. Layman, Vice President of Washington International Insurance Company & Vice President of North American Specialty Insurance Company

IN WITNESS WHEREOF, North American Specialty Insurance Company and Washington International Insurance Company have caused their official seals to be hereunto affixed, and these presents to be signed by their authorized officers this 20th day of June, 2012.

North American Specialty Insurance Company
Washington International Insurance Company

State of Illinois
County of Cook ss:

On this 20th day of June, 2012, before me, a Notary Public personally appeared Steven P. Anderson, Senior Vice President of Washington International Insurance Company and Senior Vice President of North American Specialty Insurance Company and David M. Layman, Vice President of Washington International Insurance Company and Vice President of North American Specialty Insurance Company, personally known to me, who being by me duly sworn, acknowledged that they signed the above Power of Attorney as officers of and acknowledged said instrument to be the voluntary act and deed of their respective companies.



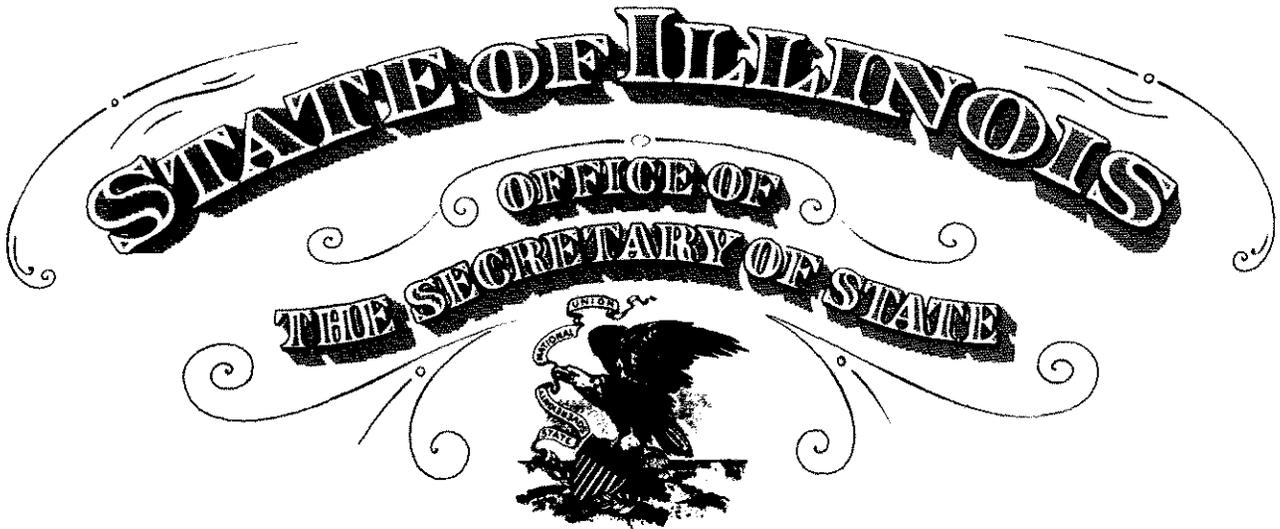
[Signature] Donna D. Sklens, Notary Public

I, Jeffrey Goldberg, the duly elected Assistant Secretary of North American Specialty Insurance Company and Washington International Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney given by said North American Specialty Insurance Company and Washington International Insurance Company, which is still in full force and effect.

IN WITNESS WHEREOF, I have set my hand and affixed the seals of the Companies this 16th day of December, 2014.

[Signature] Jeffrey Goldberg, Vice President & Assistant Secretary of Washington International Insurance Company & North American Specialty Insurance Company

ATTACHMENT G:
“Certificate of Incorporation and
Certificate of Good Standing”



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

SPRAGUE ENERGY SOLUTIONS INC., INCORPORATED IN DELAWARE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON SEPTEMBER 09, 2014, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 16TH day of DECEMBER A.D. 2014 .

Jesse White

Authentication #: 1435001764

Authenticate at: <http://www.cyberdriveillinois.com>

SECRETARY OF STATE

FORM **BCA 13.15** (rev. Dec. 2003)
**APPLICATION FOR AUTHORITY TO
 TRANSACT BUSINESS IN ILLINOIS**
 Business Corporation Act

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-1834
 www.cyberdriveillinois.com

FILED

SEP 09 2014

JESSE WHITE
 SECRETARY OF STATE



CD0064940

PAID

SEP 09 2014

**EXPEDITED
 SECRETARY OF STATE**

Remit payment in the form of a cashier's check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

6974-4125

File #

Filing Fee \$ 150 Franchise Tax \$ 25 Penalty/Interest \$ _____ Total \$ 175 Approved: KSC

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) **CORPORATE NAME:** Sprague Energy Solutions Inc. ✓

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) **ASSUMED CORPORATE NAME:** _____
 (By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Delaware / Date of Incorporation 7/7/2011 ✓ Period of Duration Perpetual ✓

3. (a) Address of the principal office, wherever located: 185 International Drive Portsmouth, NH 03801
 (b) Address of principal office in Illinois: none
 (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: C T Corporation System
 Registered Office: 208 S LaSalle Street

Number	Street	Suite #
<u>Chicago,</u>	<u>IL</u>	<u>60604</u>
<u>City</u>	<u>ZIP Code</u>	<u>County</u>

 Suite 814
 Cook, IL
 County 14
(A.P.O. Box alone is not acceptable.)

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation) ✓
AL, LA, ME, NH, JN, NY, OH, PA, RI, TN, TX, WV

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	(see attached addendum)			
Secretary	(see attached addendum)			
Director	(see attached addendum)			
Director	(see attached addendum)			
Director	(see attached addendum)			

C-171.15

Sprague Energy Solutions Inc.

A Delaware corporation

FEIN: 45-3008814

Management Structure as of August 28, 2014

Directors:

Thomas F. Flaherty.
Burton S. Russell
Steven D. Scammon
Joseph S. Smith
Brian W. Weego

Director See below for D & O Addresses
Director
Director
Director
Director

Officers

Steven Levy
Paul A. Scoff
Kevin G. Henry,
Burr Mosher, III
Mark Roberts
Kevin Grant
Barry Panicola
Katherine K. Battles
Timothy P. Grier

Title

President
Vice-President, General Counsel and Secretary
Vice President and Treasurer
Managing Director, Bid/Contract Management
Managing Director, Natural Gas Marketing
Managing Director, Refined and Alternative Fuels
Managing Director, Transportation
Assistant Secretary
Assistant Secretary

c/o 185 International Drive
Portsmouth, NH 03801

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)
- Distribution and sale of energy products and material handling.

45

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$0.01	1000	1000
(If more, attach list)				

9. Paid-in Capital: \$ 1,000
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

040705

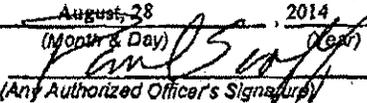
10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 0
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ \$1,105,510
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 45,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
- (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated August 28, 2014
 (Month & Day) (Year)

 (Any Authorized Officer's Signature)
 Paul A. Scoff, Vice President & Secretary
 (Print Name and Title)

Sprague Energy Solutions, Inc.
 (Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.