

**Attachment A**



**To all to whom these Presents Shall Come, Greeting:**

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

UTMOST INC., INCORPORATED IN WYOMING AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON DECEMBER 04, 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 19TH day of JANUARY A.D. 2015 .***

*Jesse White*

Authentication #: 1501900664

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

SECRETARY OF STATE

**STATE OF WYOMING**  
**Office of the Secretary of State**

I, MAX MAXFIELD, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that according to the records of this office,

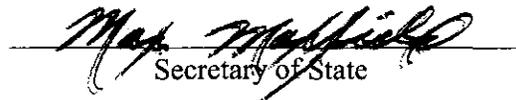
**Utmost Inc.**  
is a  
**Profit Corporation**

formed or qualified under the laws of Wyoming did on **April 21, 2014**, comply with all applicable requirements of this office. Its period of duration is Perpetual. This entity has been assigned entity identification number **2014-000663254**.

This entity is in existence and in good standing in this office and has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and has not filed Articles of Dissolution.

I have affixed hereto the Great Seal of the State of Wyoming and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Cheyenne, Wyoming on this 16th day of October, 2014 at 10:24 PM. This certificate is assigned 016479335.



  
Secretary of State

Notice: A certificate issued electronically from the Wyoming Secretary of State's web site is immediately valid and effective. The validity of a certificate may be established by viewing the Certificate Confirmation screen of the Secretary of State's website <http://wyobiz.wy.gov> and following the instructions displayed under Validate Certificate.

**Attachment B**

**ATTACHMENT B – Managerial Experience**

Utmost Inc. meets the managerial qualifications set forth in Part 454.60 through the experience of Kent Morgan, President, Utmost Inc. As evidenced by the highlighted entries on Mr. Morgan's resume below, Mr. Morgan has served as president of Utmost Energy since May 2009 (5 years, six months of managerial experience) and served in management roles at Cen Star Energy Corp. from February 2007 to May 2009 (two years, three months of managerial experience).

# Kent Morgan

**Home:** P.O. Box 2119  
New York, NY 10108  
917-692-7571

**E-mail:**  
kmorgan@utmostenergy

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

**Education**

- **Master of Business Administration** / Bachelor of Science (joint degree) – May 2002
- Marketing Concentration
- State University of California at San Diego
- **Graduate GPA 3.6/4.0**

**Experience** **President at Utmost Inc. – New York** **May 2009 - Current**

- Brokering of electrical generation services to residential, commercial, and industrial customer.

**Gen Star Energy Corp – New York** **April 2003 – May 2009**

**Channel Partner Manager** (May 2008 – May 2009)

- Contracted over 130,000 MWh of entirely new business in less than a year with no prior sales experience
- Developed new business relationships with 50 third-party agents/brokers, of which 20 have begun producing retail electric margin
- Created index product savings model that accurately recreates and compares ConEd supply rates vs. company hourly settlement costs

**Regional Operations Leader** (February 2007 - May 2008)

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

**Regional Pricing Leader** (August 2006 - February 2007)

- Primary analyst responsible for all retail hedges and settlement calculations of an \$8,000,000/year retail margin electric book of business (200,000 MWh/month)
- Audited billing system that led to the discovery of under-recovering losses by over \$550k
- Created custom products that helped lead to 276% 2009 and 120% 2010 forward book margin growth during depressed economic conditions of 2<sup>nd</sup> half 2008
- Provided comments, research, and analysis work to support successful regulatory influence in ConEd's Rate case and several NYISO proposed demand response rule changes
- Led mass-market web enrollment project that netted \$550k Forward Book Margin (\$413k Net margin) in under six weeks
- Calculated valuation of retail customer acquisition used to offset wholesale book assignment that netted \$1,784,000 in gross margin

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

- Performed extensive internal margin audit that identified miss-appropriation of \$3.4M

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

**Retail Pricing Analyst** *(April 2004 - August 2005)*

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

**Program Manager** *(April 2003 - April 2004)*

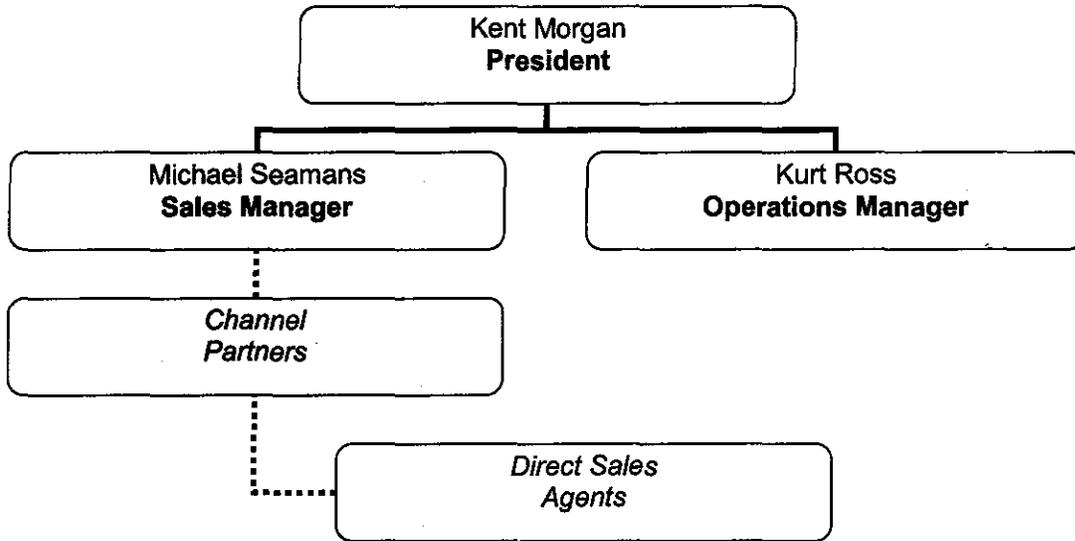
- Managed all operations of the largest demand response program in the state (over 200 MW)
- Performed project management of all Interval Meter installations required for SCR program
- Calculated small customer acquisition costs and proposed direct mass-market opportunity
- Performed customer-prospecting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

**Computer Skills**

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

**ATTACHMENT B – Managerial Experience (cont.)**

*Company Organizational Chart*



**Attachment C**

**ATTACHMENT C – Technical Experience**

Utmost Inc. meets the technical qualifications set forth in Part 454.70 through the experience of:

- Kent Morgan, President of Utmost Inc., who in his current and previous roles at Cen Star Energy Corp. has 10.5 years of experience in the electric industry (*see resume attached*).
- Kurt Ross, Operations Manager of Utmost Inc., who in his current and previous roles at Hudson Energy Services, LLC and RS Energy Solutions, has 14 years in of experience in the electric energy industry (*see resume attached*).

# Kent Morgan

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**Home:** P.O. Box 2119  
New York, NY 10108  
917-692-7571

**E-mail:**  
kmorgan@utmostenergy

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

**Education**

- **Master of Business Administration / Bachelor of Science (joint degree)** – May 2002
- Marketing Concentration
- State University of California at San Diego
- **Graduate GPA 3.6/4.0**

**Experience** **President at Utmost Inc. – New York** **May 2009 - Current**

- Brokering of electrical generation services to residential, commercial, and industrial customer.

**Cen Star Energy Corp – New York** **April 2003 – May 2009**

**Channel Partner Manager** (May 2008 – May 2009)

- Contracted over 130,000 MWh of entirely new business in less than a year with no prior sales experience
- Developed new business relationships with 50 third-party agents/brokers, of which 20 have begun producing retail electric margin
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**Regional Operations Leader** (February 2007 - May 2008)

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- Developed an entirely new Power Deal Management group following the recession of 2008/2009 and subsequent divestiture of several business units

**Regional Pricing Leader** (August 2006 - February 2007)

- Primary analyst responsible for all retail hedges and settlement calculations of an \$8,000,000/year retail margin electric book of business (200,000 MWh/month)
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- Performed customer-prospecting savings calculations and proposals to support sales

**Computer Skills**

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

## Kurt Ross

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**Home:** 3467 Creekview Drive  
Hamburg, NY 14075  
(716) 863-5626

**E-mail:**  
kurt.ross@gmail.com

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**Objective** To effectively utilize my skills and market experience by developing dynamic customer focused products and services for commercial and industrial end users with the goal of increasing their competitiveness and longevity in the marketplace.

**Education**

- **Bachelor of Science in Industrial Engineering** - May 2000
- State University of New York at Buffalo

**Experience**

**Utmost Inc. - New York, NY**  
**Operations Manager (NY)** (March 2013 – Present)

- Responsible for managing the processes and procedures of the Power Deal Management team to ensure a profitable and scalable business model is maintained and the company is achieving sales targets
- Utilize expert knowledge of Local Distribution Company and Independent System Operator tariffs to structure custom electric products having desirable value propositions for large commercial and industrial customers
- Accountable for the accuracy and timeliness of billing and commissions of electric customers
- Analyze regional metrics and provide Senior management with guidance to ensure performance targets are achieved and operational risks are minimized

**Hudson Energy Services, LLC. - Suffern, NY**  
**Sr. Pricing & Product Analyst** (August 2006 – March 2013)

- Supported retail electric sales efforts by sharing primary pricing responsibilities and tasks for an \$8 million/year electric book of business
- Analyzed hourly energy patterns and market prices for a strategic customer that led to the development of a custom purchasing strategy which resulted in savings of over \$150,000
- Managed over 180 MW of demand response load, worth over \$7 million, in the NYISO Demand Response programs while ensuring the company and customers maximized market revenues and maintained the ability to respond to NYISO events
- Forecasted customer load shapes while factoring impacts of utility and regulatory changes to that load in addition to interfacing with Supply Traders to obtain competitive custom pricing curves
- Updated hedged positions in SQL and worked with the Risk department to develop tools and processes which ensured our transactions were properly hedged
- Leveraged VBA skill set to identify and automate data processing activities that lead to reduced errors, increased the company's ability to service customers by 320%, and contributed to a 276% growth in forward book margin
- Created and maintained three databases that lead to the standardization of processing customer data, automated pricing requests by Sales, and facilitated analysis of NYISO settlement costs

**RS Energy Solutions - Arcade, NY**  
**Energy Engineer (Consultant)** (September 2001 – August 2006)

- Obtained over \$2 million in New York State Energy and Research Development Authority (NYSERDA) grant funding for clients to enable Energy Conservation Measures (ECMs) and Demand Side Management (DSM) projects
- Managed the installation of over 150 web-enabled meters in NYS which allowed

customers to participate in NYISO Demand Response (DR) programs

- Developed pricing analytical models enabling clients to compare the costs of Energy Service Company (ESCO) rates to utility tariffs that resulted in over \$350,000 in realized savings
- Conducted self-generation feasibility studies for the purpose of negotiating discounted delivery contract rates with various utilities on behalf of clients
- Conducted over 30 client site audits to develop load curtailment strategies, enabling the participation in demand response programs that earned clients in excess of \$1.5 million in the NYISO SCR program
- Performed over 120 energy tax audits for NYS clients to establish manufacturer tax exemptions that resulted in over \$1.3 million in sales and use tax refunds

**Intel Corporation – Hudson, MA**

***Process Engineer*** (September 2000 – September 2001)

- Developed Access database for tracking products as well as the logistical system for transporting materials valued in excess of \$3 million into and out of the manufacturing environment
- Interfaced with vendors for the purchase of capital equipment and developed ROI reports to obtain management support
- Utilized company White Papers and ergonomic specifications to design layout for various functional areas in the manufacturing environment

**Computer Skills**

- Microsoft Office Suite: Excel, Access, PowerPoint, Word, Outlook, Publisher
- Visual Basic for Applications (VBA), Structured Query Language (SQL)

**Attachment D**



SureTec Insurance Company  
 1330 Post Oak Blvd., Suite 1100  
 Houston, TX. 77056

FINANCIAL STATEMENT  
 as of December 31, 2013  
 Statutory Basis

Bonds	\$ 118,018,874	Reserve for Losses and Loss Expense	\$ 11,280,068
Stocks	22,908,130	Reserve for Unearned Premiums	22,156,670
Cash & Short Term Investments	6,537,747	Other Liabilities	<u>46,160,819</u>
Agents Balances or Uncollected Premiums	5,166,313	TOTAL LIABILITIES	79,597,557
Other Admitted Assets	<u>4,988,030</u>		
		Capital Stock	5,000,000
		Surplus	<u>73,021,537</u>
		TOTAL POLICYHOLDERS SURPLUS	78,021,537
		TOTAL LIABILITIES AND POLICYHOLDERS SURPLUS	\$ <u>157,619,094</u>
TOTAL ASSETS	\$ <u>157,619,094</u>		

Bonds and stocks are valued in accordance with the basis adopted by the National Association of Insurance Commissioners.  
 Securities carried in the above statement are deposited as required by law.

CERTIFICATE

David Allen Wisnoski, Treasurer, and Matthew Brent Beaty, Assistant Secretary, of the SureTec Insurance Company, being duly sworn each for himself, deposes and says that they are the above described officers of the said Company and that on the 31st day of December, 2013, the Company actually possessed the assets set forth in the foregoing financial statement, except as hereinbefore indicated, and that the foregoing statement is a correct exhibit of such assets and liabilities of said Company on the 31st day of December, 2013, according to the best of their information, knowledge and belief.

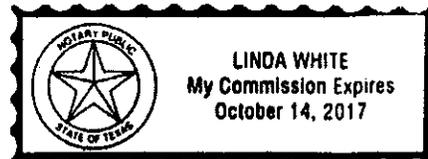
Treasurer

Assistant Secretary

STATE OF TEXAS  
 COUNTY OF HARRIS

On this 25th day of March, 2014, before me came the above named officers of SureTec Insurance Company to me known to be the individuals and officers described herein, and acknowledge that they executed the foregoing instrument and affixed the seal of the corporation thereto by the authority of their office.

Notary Public



Effective Date: 01/02/2015

License or Permit Bond

License or Permit Bond No 3371839  
SureTec Insurance Company  
1330 Post Oak Blvd., Suite 1100 Houston Texas 77056

KNOW ALL MEN BY THESE PRESENTS, That we, Utmost Inc. as Principal, and SureTec Insurance Company, a Texas 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 07th day of January, 2015

Utmost Inc. Principal  
by: [Signature] President  
[name] [title]

SureTec Insurance Company Surety  
by: [Signature]  
[name] [title]  
John D. Weisbrot, Attorney-in-Fact

# SureTec Insurance Company

## LIMITED POWER OF ATTORNEY

**Know All Men by These Presents**, That SURETEC INSURANCE COMPANY (the "Company"), a corporation duly organized and existing under the laws of the State of Texas, and having its principal office in Houston, Harris County, Texas, does by these presents make, constitute and appoint

Patricia A. Tinsman, John D. Weisbrot

its true and lawful Attorney-in-fact, with full power and authority hereby conferred in its name, place and stead, to execute, acknowledge and deliver any and all bonds, recognizances, undertakings or other instruments or contracts of suretyship to include waivers to the conditions of contracts and consents of surety for:

Five Hundred Thousand and 00/100 Dollars (\$500,000.00)

and to bind the Company thereby as fully and to the same extent as if such bond were signed by the President, sealed with the corporate seal of the Company and duly attested by its Secretary, hereby ratifying and confirming all that the said Attorney-in-Fact may do in the premises. Said appointment shall continue in force until 12/31/2016 and is made under and by authority of the following resolutions of the Board of Directors of the SureTec Insurance Company:

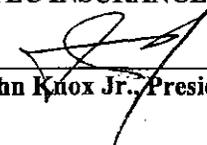
*Be it Resolved*, that the President, any Vice-President, any Assistant Vice-President, any Secretary or any Assistant Secretary shall be and is hereby vested with full power and authority to appoint any one or more suitable persons as Attorney(s)-in-Fact to represent and act for and on behalf of the Company subject to the following provisions:

*Attorney-in-Fact* may be given full power and authority for and in the name of and of behalf of the Company, to execute, acknowledge and deliver, any and all bonds, recognizances, contracts, agreements or indemnity and other conditional or obligatory undertakings and any and all notices and documents canceling or terminating the Company's liability thereunder, and any such instruments so executed by any such Attorney-in-Fact shall be binding upon the Company as if signed by the President and sealed and effected by the Corporate Secretary.

*Be it Resolved*, that the signature of any authorized officer and seal of the Company heretofore or hereafter affixed to any power of attorney or any certificate relating thereto by facsimile, and any power of attorney or certificate bearing facsimile signature or facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached. (Adopted at a meeting held on 20<sup>th</sup> of April, 1999.)

**In Witness Whereof**, SURETEC INSURANCE COMPANY has caused these presents to be signed by its President, and its corporate seal to be hereto affixed this 21st day of March, A.D. 2013.

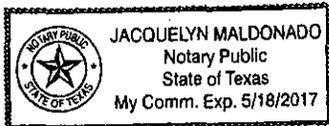
**SURETEC INSURANCE COMPANY**

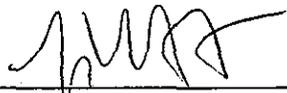
By:   
John Knox Jr., President



State of Texas                      ss:  
County of Harris

On this 21st day of March, A.D. 2013 before me personally came John Knox Jr., to me known, who, being by me duly sworn, did depose and say, that he resides in Houston, Texas, that he is President of SURETEC INSURANCE COMPANY, the company described in and which executed the above instrument; that he knows the seal of said Company; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said Company; and that he signed his name thereto by like order.



  
**Jacquelyn Maldonado, Notary Public**  
My commission expires May 18, 2017

I, M. Brent Beaty, Assistant Secretary of SURETEC INSURANCE COMPANY, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney, executed by said Company, which is still in full force and effect; and furthermore, the resolutions of the Board of Directors, set out in the Power of Attorney are in full force and effect.

Given under my hand and the seal of said Company at Houston, Texas this 7<sup>th</sup> day of January, 2015, A.D.

  
**M. Brent Beaty, Assistant Secretary**