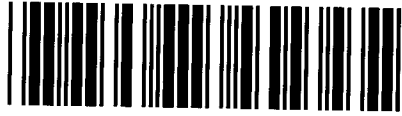




Control Number: 43982



Item Number: 1

Addendum StartPage: 0



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Public Utility Commission of Texas

1701 N. Congress Avenue or P.O. Box 13326

Austin, Texas 78711-3326

512-936-7000 • (Fax) 512-936-7003

Web Site: www.puc.texas.gov

Application for, or Amendment to, a Retail Electric Provider (REP) Certificate

(Pursuant to PUC Substantive Rule §25.107)

DOCKET NUMBER: 43982

Applicant

Applicant Name: Source Power & Gas LLC, a Texas limited liability company

Second Applicant Name (if required):

Type of Certification

(a) Check only one of the following.

- New REP Option 1 Certification
- New REP Option 2 Certification
- New REP Option 3 Certification

REP Amendment [REP Certification No.:] 10206

(b) If you are filing an amendment, check one or more of the following amendment categories requested in this filing: (Provide a written explanation of the Amendment in "c" below).

- | | |
|---|--|
| <input type="checkbox"/> Name Change amendment | <input type="checkbox"/> Corporate Restructuring |
| <input checked="" type="checkbox"/> Change in Ownership/Control | <input type="checkbox"/> Change in Technical/Managerial Qualifications |
| <input type="checkbox"/> Change in Service Area | <input type="checkbox"/> Change in Financial Qualifications |
| <input type="checkbox"/> Change in Type of Provider | <input type="checkbox"/> Other (Explain in "c" below) |
| <input type="checkbox"/> Relinquishment of Certification | |

(c) Provide an explanation of the Amendment:

Source Power & Gas LLC's parent company, SPG Energy Group LLC, is selling 100% of its ownership interest in Source to ERM Business Energy LLC, a Texas limited liability company. After the sale, ERM Business Energy LLC will own and hold all of the outstanding membership interests and other rights for equity capital in SPG Energy. As a result, Source seeks to amend its REP Certification to reflect the change in ownership. No other corp. structural changes will take place.

PART A – COMPANY ADMINISTRATIVE INFORMATION

A-1. Application Contact Information

Contact Name: Lacey Watson		Title: Attorney, Husch Blackwell, LLP	
Street or Mailing address: 111 Congress Avenue			
Mailing address (Suite, Floor or Room): Suite 1400			
City: Austin		State: Texas	Zip Code: 78701
Phone No.: (512) 370-3436	Fax No.: (512) 472-1101	Toll Free No.:	
Email: lacey.watson@huschblackwell.com		Web Address:	

A-2. Authorized Representative Contact Information

Contact Name: John R. Werner		Title: CEO & President of Source Power & Gas LLC	
Street or Mailing address: P.O. Box 181 203 South 7th Street			
Mailing address (Suite, Floor or Room):			
City: Beasley		State: Texas	Zip Code: 77417
Phone No.: (888) 317-6829	Fax No.: (888) 317-6976	Toll Free No.: (888) 557-0065	
Email: jwerner@spsenergy.com		Web Address: http://www.spgenergy.com/	

A-3. Regulatory Representative Contact Information

Contact Name: John R. Werner		Title: CEO & President of Source Power & Gas LLC	
Street or Mailing address: P.O. Box 181 203 South 7th Street			
Mailing address (Suite, Floor or Room):			
City: Beasley		State: Texas	Zip Code: 77417
Phone: (888) 317-6829	Fax No.: (888) 317-6976	Toll Free No.: (888) 557-0065	
Email: jwerner@spsenergy.com		Web Address: http://www.spgenergy.com/	

A-4. Complaint Representative Contact Information

Contact Name: Kelli Mitchell		Title: Vice-President of Operations	
Street or Mailing address: c/o Source Operations Group LLC 2150 Town Square Place			
Mailing address (Suite, Floor or Room): Suite #380			
City: Sugar Land		State: Texas	Zip Code: 77479
Phone No.: (888) 557-7079	Fax No.: (888) 557-1296	Toll Free No.: (888) 557-0065	
Email: kmitchell@spgenergy.com		Web Address: http://www.spgenergy.com/	

A-5. Emergency Contact Information – The Applicant shall provide the following information concerning its 9-1-1 Contact Personnel as required in Substantive Rule §25.53(e). You may provide up to three 9-1-1 contacts per company. The Commission prefers that you provide at least two 9-1-1 Contacts.

PRIMARY CONTACT: John R. Werner		TITLE: CEO & President of Source Power & Gas LLC	
Office No: (281) 690-4396	Fax No: (281) 690-4351	Toll Free No: (888) 557-0065	
Cell No: (832) 622-7569		Home No: (832) 622-7569	
EMAIL: jwerner@spsenergy.com		WEBSITE: http://www.spgenergy.com/	

SECONDARY CONTACT: Janna Thornberry		TITLE: Counsel	
Office No: (281) 690-4396	Fax No: (281) 690-4351	Toll Free No: (888) 557-0065	
Cell No: (361) 877-1352		Home No: (361) 877-1352	
EMAIL: jthornberry@spgenergy.com		WEBSITE: http://www.spgenergy.com/	

TERTIARY CONTACT:		TITLE:	
Office No:	Fax No:	Toll Free No:	
Cell No:		Home No:	
EMAIL:		WEBSITE:	

A-6. Principal Company Information

(a). Physical Address

Company Name: Source Power & Gas LLC			
Primary Contact: John Werner		Title: CEO & President of Source Power & Gas LLC	
Physical Address: 203 South 7th Street			
City: Beasley		State: Texas	ZIP: 77417
Email: jwerner@spgenergy.com		Website: http://www.spgenergy.com	
Phone: (888) 317-6829		Fax: (888) 317-6976	Toll Free: (888) 317-6829

(b). Mailing Address (if different from Physical Address)

Company Name: Soure Power & Gas LLC			
Contact: John Werner		Title: CEO & President of Source Power & Gas LLC	
Mailing Address: PO Box 181			
City: Beasley		State: Texas	ZIP: 77417
Email: jwerner@spgenergy.com		Website: http://www.spgenergy.com	

(c). Texas Office Address

Company Name: See above			
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Contact:		Title:	
Address:			
City:	State:	ZIP:	
Email:		Website:	
Phone:	Fax:	Toll Free:	

A-7. Directors, Officers, or Principals Information – (Provide a list of the names, titles, phone number and office email)

Name: See attached A-7	Title:	Phone:	Email:
Name:	Title:	Phone:	Email:
Name:	Title:	Phone:	Email:
Name:	Title:	Phone:	Email:
Name:	Title:	Phone:	Email:

A-8. Certificated Name(s)

(a). Primary Name on Certificate

Primary Certificate Name: Source Power & Gas LLC

Texas Secretary of State (or County) File Number: 0801467296

Date and State where Business was established: 08/18/2011 in Texas

Texas Comptroller's Tax ID. Number: 32044883117

Other Applicable Certification/File Numbers:

(b). EXISTING Approved Certificate Names (if applicable)(Maximum of 5 d/b/as)

PUC Approved Name: Source Power and Gas LLC RT

PUC Approved Name: Source Power and Gas LLC RES

PUC Approved Name: SOURCE

PUC Approved Name: Beyond Power

PUC Approved Name:

(c). REQUESTED Certificate Names (if applicable)(Maximum of 5 d/b/as)

Name:	Texas SoS File No.	Date Active:
Name:	Texas SoS File No.	Date Active:
Name:	Texas SoS File No.	Date Active:

Name:	Texas SoS File No.	Date Active:
Name:	Texas SoS File No.	Date Active:
(d). DELETION of EXISTING Certificate Names (if applicable)		
Name to be DELETED:		
Name to be DELETED:		
Name to be DELETED:		
Name to be DELETED:		
Name to be DELETED:		

PART B – SERVICE AREA

B-1. Certificated Service Area

(a). Option 1 REP – Service Area by Geography (Select Only One)

- Entire State of Texas
- By Service Area of one or more Transmission and Distribution Utilities (TDUs), Municipal Utilities, or Electric Cooperatives (Identify each requested utility and cooperative):
- Geographic Area of one or more Independent Organization within Texas (e.g. ERCOT) (Identify each organization): ERCOT
- Specific Geographic Area. (Identify on Attachment B-1 the Zip Codes defining the requested service area.):

(b). Option 2 REP – Service Area by Customer (Select Only One)

- Provide as Attachment B-2 the affidavit from each customer required by §25.109(d)(2). (Identify the customer):

(c). Option 3 REP – Service Area by Customer (Select Only One)

- Provide as Attachment B-3 the affidavit which states that the Applicant is in compliance with §25.107(d)(3), §25.109, §25.211, and §25.212 (Registration of PGC, Registration of Distributed Generation, and compliance with National electric safety code and local building codes.) (Identify the entities involved):

PART C – FINANCIAL REQUIREMENTS

C-1. Access to Capital – An Applicant must choose one of the three methods below to demonstrate that the Applicant meets the capital requirements stated in §25.107(f)(1)

- Investment Grade Credit Rating.** If the Applicant elects to meet the requirements of §25.107(f)(1)(A)(i), provide as Attachment C-1 the documentation required by §25.107(f)(4)(A)

demonstrating an Investment Grade Credit Rating. If the Applicant relies on a guarantor to satisfy this requirement, provide the documentation required by §25.107(f)(1)(A)(i) for the guarantor and provide agreements or commitments demonstrating compliance with §25.107(f)(4)(G).

Tangible Net Worth. If the Applicant elects to meet the requirements of §25.107(f)(1)(A)(ii), provide as Attachment C-1 the documentation required by §25.107(f)(4)(B) demonstrating Tangible Net Worth greater than or equal to \$100,000,000, a minimum current ratio of 1.0, and a debt to total capitalization ratio not greater than 0.60. If the Applicant relies on a guarantor to satisfy these requirements, provide the documentation required by §25.107(f)(1)(A)(ii) for the guarantor and provide agreements or commitments demonstrating compliance with §25.107(f)(4)(G).

Shareholders' Equity and Letter of Credit. If the Applicant elects to meet the requirements of §25.107(f)(1)(B), provide as Attachment C-1 the documentation required by §25.107(f)(4)(C) and §25.107(f)(4)(F) demonstrating Shareholders' Equity of not less than \$1,000,000 and an irrevocable stand-by Letter of Credit payable to the Commission of \$500,000. If the Applicant believes that it is exempt from the Shareholders' Equity requirement under §25.107(f)(1)(B)(iii), include in Attachment C-1 the documentation required by §25.107(f)(4)(F) and provide documentation demonstrating that the Applicant began serving load on or before January 1, 2009.

C-2. Protection of Customer Deposits. An Applicant that wishes to have the option of collecting customer deposits or residential advance payments must indicate its intention to do so and must comply with the requirements of §25.107(f)(2).

Yes No. Does the Applicant wish to have the option of collecting deposits or advance payments from customers? If Yes, provide as Attachment C-2 the documentation required by §25.107(f)(4)(D), (E), or (F) to demonstrate compliance with §25.107(f)(2).

C-3. Financial standards required for billing and collection of transition charges.

Yes No. Will the Applicant comply with §25.107(f)(5), relating to financial standards required of REPs for the billing and collection of transition charges?

C-4. Financial History – (Insolvency, Bankruptcy, Dissolution, Merger or Acquisition).

Yes No. Does the Applicant or a Predecessor in Interest of the Applicant have any history of insolvency, bankruptcy, dissolution, merger, or acquisition during the 60 months immediately preceding the application? If Yes, provide as Attachment C-4 an explanation of each incident.

C-5. Financial Reporting Year.

Identify the last month and day of the fiscal reporting year of the applicant and its guarantor, if applicable.

Date: December 31. Guarantor: March 31.

PART D – TECHNICAL AND MANAGERIAL REQUIREMENTS

AN APPLICANT MUST ANSWER EACH QUESTION FOR ITS ENTIRE COMPANY, INCLUDING ALL ASSUMED NAMES UNDER WHICH IT OPERATES.

D-1. Customer Service.

- Yes No. Is the REP currently providing service to customers? If Yes, answer Questions D-2 thru D-12. If No, answer Questions D-3 thru D-12.

D-2. Independent Organization Requirements:

- (a). Provide as Attachment D-2A the following information for each of your Qualified Scheduling Entities (QSEs): (1) Type of Service Provided; (2) Term of Service Agreement; (3) Date Service Agreement Began; (4) Company Name; (5) Contact Person; (6) Contact Person Title; (7) Company Address (street address, city, state & zip code); (8) Company Phone Number, (9) Facsimile Number; and (10) Email Address.

- (b). Are you current with your ERCOT testing obligation?

- Yes No. If No, provide an explanation as Attachment D-2B.

- (c). Have you defaulted on the Load Serving Entity (LSE) Agreement?

- Yes No. If Yes, provide an explanation as Attachment D-2C.

- (d). Are you providing Outage Notification as required by §25.107(g)(1)(G)?

- Yes No. If No, provide an explanation as Attachment D-2D.

- (e). Do you agree to comply with all system rules established by the Independent System Operator (ISO) as required by §25.107(g)(2)(F)?

- Yes No. If No, provide an explanation as Attachment D-2E.

- D-3. Provide as Attachment D-3 the following information for each third party entity or consultant that you rely upon to meet the Technical Qualifications for REP Certification: (1) Type of Service Provided; (2) Term of Service Agreement; (3) Date Service Agreement Began; (4) Number of Years of Experience; (5) Type of Experience; (6) Company Name; (7) Contact Person; (8) Contact Person Title; (9) Company Address (street address, city, state & zip code); (10) Company Phone Number, (11) Facsimile Number; and (12) Email Address.

D-4. Competitive Electric or Gas Industry Experience. Provide as Attachment D-4 the following information for each of the Principals and Permanent Employees whom the Applicant relies upon to demonstrate compliance with §25.107(f)(1)(D) to meet the combined competitive work experience requirement of at least 15 years.

- (a). Name, Title, Phone Number, Email Address, Type of Experience, Number of Years of Experience, and the Number of Years of Employment with the Applicant of each Principal and Permanent Employee that the Applicant relies upon to meet this requirement.
- (b). For Principal(s) or Permanent Employee(s) with previous employment history in the competitive Electric or Gas Industries provide the Name, Previous Employer, Title, Employment Period and a contact name and number that will verify the previous employment information. Commission Staff may follow up its initial review of the work experience information with a request for additional information or a telephone interview for work experience verification.
- (c). If any person that you rely upon to meet the 15-year experience requirement was a Principal of a REP that experienced a mass transition of its customers to a Provider of Last Resort (POLR), identify the person(s), their title at that time, the name of the REP(s) that experienced the mass transition and the date upon which the transition occurred.

D-5. Risk Management Experience. Provide as Attachment D-5 the following information to demonstrate compliance with §25.107 (g)(1)(E) to meet the 5 or more years of energy commodity risk management requirement.

- (a). The Name, Title, Phone Number and Email Address of the Principal or Permanent Employee that the Applicant relies upon to meet the energy commodity risk management requirement, or the Name, Title, Phone Number and Email Address of the Contact Person for the risk management services company that will provide energy commodity risk management services pursuant to the terms of a two-year contract with the Applicant.
- (b). Any information or documentation necessary to substantiate a claim that the Principal(s), Permanent Employee(s), or Risk Management Services Company have the required minimum of 5 years of energy commodity risk management experience, including but not limited to a resume that provides employment history in the energy commodity risk management field; which at a minimum includes job titles or classifications, descriptions of the types of risk management experience, and the contact information of former and current employers; the dollar amounts of client portfolios managed, the specific nature of the risk management objectives, and the contact information for each client, account statements or other similar documents, and credentials that evidence the completion of formal education in commodity risk management. Commission Staff may follow up its initial review of the work experience information with a request for additional information or a telephone interview for work experience verification.

D-6. Provide as Attachment D-6 a brief explanation of how you plan to provide adequate staffing to meet all service level commitments.

D-7. Complaint History, Disciplinary Record and Compliance Record. Provide as Attachment D-7 the information required by §25.107(g)(2)(B). If you have “Nothing to Report”, please indicate below.

Nothing to Report.

D-8. Investigations, Penalties and Violations of Deceptive Trade or Consumer Protection Laws and Regulations. Provide as Attachment D-8 the information required by §25.107(g)(2)(D). If you have “Nothing to Report”, please indicate below.

Nothing to Report.

D-9. Convictions and Liabilities for Fraud, Theft, Larceny, Deceit and Violations of Securities Laws, Customer Protection Laws and Deceptive Trade Laws. Provide as Attachment D-9 the information required by §25.107(g)(2)(E). If you have “Nothing to Report”, please indicate below.

Nothing to Report.

D-10. Provide the Name and PUC Certification Number for each of the Applicant’s affiliates that are certificated to provide electric service in Texas. To report more than five affiliates provide additional affiliates as Attachment D-10.

Affiliate Name: None	PUC Certification No.
Affiliate Name:	PUC Certification No.
Affiliate Name:	PUC Certification No.
Affiliate Name:	PUC Certification No.
Affiliate Name:	PUC Certification No.

D-11. Provide as Attachment D-11 any other evidence in support of your plans to meet the requirements of 25.107(g) that you would like considered. If you have “No Additional Information to Report”, please indicate below.

No Additional Information to Report.

PART E – RELINQUISHMENT OF CERTIFICATION

E-1. Provision of Notice - 45 days prior to REP Relinquishment of Certification.

(a). Date that the REP satisfied or will satisfy the notice requirements of §25.107(i)(6).

Date:

(b). Date that the REP intends to cease operations.

Date:

E-2. Customer Notice of REP Relinquishment of Certification. Did the REP notify all of its customers that it intends to cease operations?

Yes No. If Yes, provide a representative copy of the Customer Notice as Attachment E-2. If No, provide an explanation as Attachment E-2.

E-3. Other Notices of REP Relinquishment of Certification. Did the REP notify the relevant ISO (e.g. ERCOT), the PUC's Customer Protection Division, the Texas Comptroller's Office, the Texas Secretary of State, and the Administrator of the Texas Universal Service Fund that the REP intends to cease operations?

Yes No. If No, provide an explanation as Attachment E-3.

E-4. Customer Deposits and Credits. Provide as Attachment E-4 proof that the REP has refunded any monies owed to customers.

**Application of Source Power & Gas, LLC for Amendment to a
Retail Electric Provider (REP) Certificate**

Attachment D-2A

CONFIDENTIAL

**Application of Source Power & Gas, LLC for Amendment to a
Retail Electric Provider (REP) Certificate**

Attachment D-3

CONFIDENTIAL

ATTACHMENT D-4

Competitive Electric or Gas Industry Experience relied upon to meet Technical Qualifications

Name: John Werner	Title: CEO & President
Employer: Source Power & Gas LLC	
Employment Period: June 2011 to present	
Verifying Contact and Title: Kelli Mitchell, Vice President-Operations, Source Operations Group LLC	
Phone: (281) 690-4335	Email: kmitchell@spgenergy.com
Name: Qadir Khan	Title: COO
Employer: Source Operations Group LLC	
Employment Period: September 2011 to present	
Verifying Contact and Title: Kelli Mitchell, Vice President-Operations, Source Operations Group LLC	
Phone: (281) 690-4335	Email: kmitchell@spgenergy.com
Name:	Title:
Employer:	
Employment Period:	
Verifying Contact and Title:	
Phone:	Email:
Name:	Title:
Employer:	
Employment Period:	
Verifying Contact and Title:	
Phone:	Email:
Name:	Title:
Employer:	
Employment Period:	
Verifying Contact and Title:	
Phone:	Email:
Name:	Title:
Employer:	
Employment Period:	
Verifying Contact and Title:	
Phone:	Email:

ATTACHMENT D-5

Risk Management Experience relied upon to meet Technical Qualifications

Contact: Qadir Khan	Title: COO
Company Name: Source Operations Group LLC	
Type of Experience: Pricing, supply management, risk	
Years of Experience or Time Period Worked: 15+ years, employed with Source since September 2011	
Phone: (888) 557-7079	Email: qkhan@spgenergy.com
Contact:	Title:
Company Name:	
Type of Experience:	
Years of Experience or Time Period Worked:	
Phone:	Email:
Contact:	Title:
Company Name:	
Type of Experience:	
Years of Experience or Time Period Worked:	
Phone:	Email:
Contact:	Title:
Company Name:	
Type of Experience:	
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Phone:	Email:

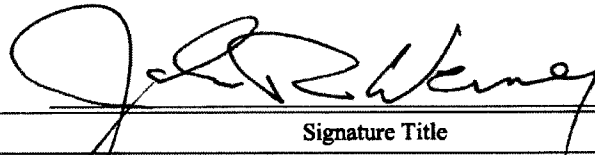
State of: Texas §

§

County of: Fort Bend §

My name is John Werner . I am the Chief Executive Officer of the Applicant .

I swear or affirm that I have personal knowledge of the facts stated in this Application for a Retail Electric Provider Certificate that I am competent to testify to them, and that I have the authority to make this Application on behalf of the Applicant. I further swear or affirm that all of the statements and representations made in this Application for a Retail Electric Provider Certificate are true and correct. I swear or affirm that the Applicant understands and will comply with all requirements applicable to a Retail Electric Provider.



Signature Title

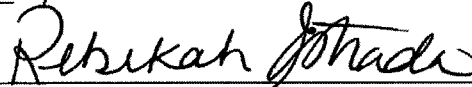
John Werner

Typed or Printed Name

CEO & President of Source Power & Gas LLC

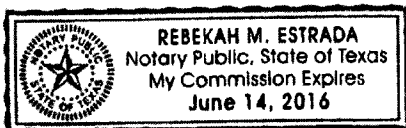
Title of Signatory

SWORN TO AND SUBSCRIBED before me on the 15th of December 2014



Notary Public in and For the State of Texas

My commission expires on: 6/14/2016




State of: Texas §

County of: Fort Bend §

My name is John Werner. I am the Chief Executive Officer of the Applicant.

I swear or affirm that I have personal knowledge of the facts stated in this application for, or amendment to, a Retail Electric Provider (REP), that I am competent to testify to those facts, and that I have the authority to make this application on behalf of the Applicant. I further swear or affirm that all of the statements and representations made in this application are true and correct.

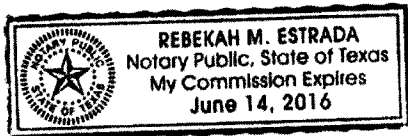
I swear or affirm that the Applicant has provided all information as an attachment to this application regarding any current principal or permanent employee that was a principal of a REP that experienced a mass transition of its customers to a Provider of Last Resort (POLR). Included in such information will be a disclosure of any settlements regarding outstanding debts defaulted upon by such principal's REP, including the return of any owed customer deposits and any additional relevant information related to that default.

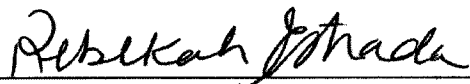

Signature

John Werner
Typed or Printed Name

CEO & President
Title of Signatory

SWORN TO AND SUBSCRIBED before me on the 15th December 2014




Notary Public in and For the State of Texas.
My commission expires on: 6/14/2016.

APPENDIX
NOTICE CONTACT INFORMATION

Send email announcing relinquishment of REP certification with a copy of the Relinquishment Application and Docket Number (if known) attached: mpappl@ercot.com If you have any questions, please contact:

ELECTRIC RELIABILITY COUNCIL OF TEXAS (ERCOT)

Tisa Wilkins

Office Phone: 512-225-7080

tisa.wilkins@ercot.com

Regulatory Legal Specialist

Fax Number: 512-225-7079

TEXAS COMPTROLLER'S OFFICE

Inheritance and Miscellaneous Tax Section

111 East 17th Street

Austin, Texas 78711-3528

Office Phone: 512-463-4276

miscellaneous.taxes@cpa.state.tx.us

P.O. Box 13528

Fax Number: 800-531-5441 ext. 34276

TEXAS SECRETARY OF STATE

Corporation Information

19 Brazos Street

Austin, Texas 78711-3697

Office Phone: (512) 463-5555

corpinfo@sos.state.tx.us

P.O. Box 13697

File Number: (512) 463-5555

Solix, Inc.

State Program Operations

30 Lanidex Plaza West

Parsippany, New Jersey 07054

Office Phone: 973-581-5052

mmaciej@solixinc.com

P.O. Box 685

Fax Number: 877-215-8018

PUBLIC UTILITY COMMISSION OF TEXAS

Low Income Discount Administrator (LIDA ADMINISTRATOR) System Benefits Fund

1701 North Congress Avenue

Austin, Texas 78711-3326

Office Phone: 512-936-7002

LIDAAdmin@puc.texas.gov

P.O. Box 13326

Fax Number: 512-936-7058

**Application of Source Power & Gas, LLC for Amendment to a
Retail Electric Provider (REP) Certificate**

Attachment A-7

CONFIDENTIAL

**Application of Source Power & Gas, LLC for Amendment to a
Retail Electric Provider (REP) Certificate**

Attachment C-1

CONFIDENTIAL

**Application of Source Power & Gas, LLC for Amendment to a
Retail Electric Provider (REP) Certificate**

Attachment C-2

CONFIDENTIAL

Attachment D-6

Staffing for Service Level Commitments

Source has no changes to the information submitted in its original REP Certification Application, Docket No. 39746.

The transaction will not affect any of the information Source previously provided. Additionally, Source has been reliably serving its customer load since becoming certified in 2011. The transaction will not involve any changes to Source's staffing to meet its service commitments.

**Application of Source Power & Gas, LLC for Amendment to a
Retail Electric Provider (REP) Certificate**

Attachment D-7

CONFIDENTIAL