

NG-0099

**NEBRASKA PUBLIC SERVICE COMMISSION
COMPETITIVE NATURAL GAS PROVIDER (CNGP) APPLICATION
Neb. Rev. Stat. § 66-1849(1)**

PURPOSE

The following form is for informational purposes only, and intended only to assist Applicants in the completion of their application. If any difference exists between this document and any law, regulation or case law, then such law, regulation or case law shall control.

The Nebraska Public Service Commission shall certify all competitive natural gas providers (CNGPs) and aggregators providing natural gas services to retail end-users, including high volume ratepayers, in Nebraska. See Neb. Rev. Stat. § 66-1849(1).

Applicants seeking a certificate as a CNGP or aggregator must reasonably demonstrate managerial, technical, and financial capability sufficient to obtain and deliver the services the Applicant proposes to offer. See Neb. Rev. Stat. § 66-1849(1). Filing requirements and the application process for a certificate to provide CNGP services are set forth in the Natural Gas and Pipeline Rules and Regulations at Neb. Admin. Code Title 291, Ch. 9 §§ 011.02.

The Natural Gas and Pipeline Rules and Regulations can be found at <http://www.psc.nebraska.gov/rules/rules.html> or by contacting the Commission.

Applicants seeking a certificate as a competitive natural gas provider or aggregator in Nebraska shall submit an original and eight (8) copies of the application to the Commission at the address below.

Executive Director
Nebraska Public Service Commission
300 The Atrium, 1200 N Street
P.O. Box 94927

Lincoln, NE 68509-4927

Applicants should include a \$200 application fee.

The application fee is required to cover the administrative costs of accepting and processing a filing. In addition, each Applicant may be assessed additional costs and expenses reasonably attributable to the application consistent with Neb. Rev. Stat. § 66-1840.

Applicants **must notify** the Commission during the pendency of the certification request of any material change in the representations and commitments required by this subsection **within 14 days** of such change. Any new legal actions or formal complaints are considered material changes in the request. Once certified, CNGPs must notify the Commission of any material change in the representations and commitments required for certification within 14 days of such change.

Questions should be directed to the Natural Gas Department of the Nebraska Public Service Commission at (402) 471-3101.

LEGAL ENTITY REQUIREMENTS (011.02A)

List the Legal Name Under Which the Applicant will Operate:

For Commission's use

RESOURCE ENERGY SYSTEMS, LLC

RECEIVED

List the Applicant's State of Incorporation:

SEP 11 2018

DELAWARE

Required Information (Check to Acknowledge Information is Attached to Form):

Description of the Business Structure of the Applicant.

Evidence of Authority to Do Business in Nebraska.

Certificates of Registration by the Nebraska Secretary of State for All Trade Names Under Which the Applicant Will Operate.

Natural Gas Dept.

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SEP 1 2018

Natural Gas Dept.

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APPLICANT'S PRINCIPAL OFFICER(S) CONTACT INFORMATION (11.02B)		
Officer #1 Name and Title:		
STEVEN SCHLUSSEL	PRESIDENT AND MANAGER	
Officer #1 Address:		
4 High Ridge Park Suite 202 Stamford, CT 06905		
Officer #1 Phone Number:	Officer #1 Fax Number:	Officer #1 Email Address:
203-883-9310	203-325-0425	sschlussel@resglobal.com
Officer #2 Name and Title:		
SCOTT REINSTEIN	CHIEF EXECUTIVE OFFICER AND MANAGER	
Officer #2 Address:		
4 High Ridge Park Suite 202 Stamford, CT 06905		
Officer #2 Phone Number:	Officer #2 Fax Number:	Officer #2 Email Address:
203-883-9310	203-325-0425	sreinstein@resglobal.com
Officer #3 Name and Title:		
RICHARD PLUTZER	EXECUTIVE VP, CFO, SECY AND MANAGER	
Officer #3 Address:		
4 High Ridge Park Suite 202 Stamford, CT 06905		
Officer #3 Phone Number:	Officer #3 Fax Number:	Officer #3 Email Address:
203-883-9310	203-325-0425	rplutzer@resglobal.com
<input type="checkbox"/>	Check if a Supplemental List of Contact Information has been Attached, Noting Which Numbers at Which the CNGP Can Be Contacted 24 Hours Per Day.	

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AFFILIATE INFORMATION (011.02C)

List the Name(s) and Address(es) of Applicant's Affiliate(s) Engaged in the Provisions of Competitive Natural Gas Service in Nebraska:

List the Name(s) and Address(es) of the Applicant's Affiliate(s) Engaged in the Provision of Competitive Natural Gas Services in Any Other State, Noting Which States:

NONE; NOT APPLICABLE

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APPLICANT/AFFILIATE LEGAL AND COMPLAINT INFORMATION (011.02D)

If Applicant has had Legal Action or a Formal Complaint(s) Pertaining to the Provisions of Competitive Natural Gas Service Filed Against the Applicant or its Affiliates at a Public Utility Regulatory Body Other than the Nebraska Public Service Commission that were Pending in the 12 Months Prior to this Request for Certificate, List the Title of Such Action(s) or Complaint(s), the Number(s) of Applicable Proceeding(s), and the Citation to the Website(s) where the Text of the Order(s) Can be Found:

NONE; NOT APPLICABLE

Check if a Copy of the Final Order(s) is Attached, in Lieu of Website Citation(s).

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APPLICANT/AFFILIATE CERTIFICATION SUSPENSION INFORMATION (011.02E)

List the State(s) and Jurisdiction(s) in which a License(s) or Certificate(s) was Suspended, Revoked, or Denied, with Identification of Title(s) and Number(s) of Applicable Proceedings or the Citation(s) to the Website(s) where the Text of the Orders can be Found:

NONE; NOT APPLICABLE

List the State(s) and Jurisdiction(s) in which the Applicant or an Affiliate has Voluntarily Withdrawn from Providing Service due to financial or operational reasons.

NONE; NOT APPLICABLE

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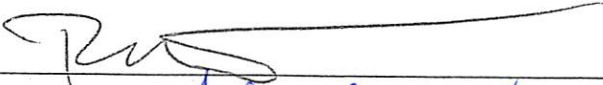
APPLICANT DEMONSTRATION OF FINANCIAL ABILITIES (011.02F)	
Required Information (Check to Acknowledge Information is Attached to Form):	
<input checked="" type="checkbox"/>	Balance Sheet.
<input checked="" type="checkbox"/>	Statement of Income.
<input checked="" type="checkbox"/>	Statement of Cash Flow.
<input type="checkbox"/>	If Applicable, Statement of Shareholder's Equity.
<input type="checkbox"/>	If Applicable, Description of Applicant's Debt Structure, Including Bond Rating.

APPLICANT DEMONSTRATION OF OPERATIONAL ABILITIES (011.02F)	
Required Information (Check to Acknowledge Information is Attached to Form):	
<input checked="" type="checkbox"/>	Roster of Officers and Directors.
<input checked="" type="checkbox"/>	Description of the Professional Backgrounds of the Applicant's Principal Managerial and Technical Personnel.
<input checked="" type="checkbox"/>	Operational Flow Chart.
<input checked="" type="checkbox"/>	Description of the Applicant's Facilities and the Services it Intends to Render.
<p>A request for confidential treatment for this information may be filed with the Commission, pursuant to Nebraska Administrative Code, Title 291, Chapter 9, Rule 006.</p> <p>http://www.sos.ne.gov/rules-and-regs/regsearch/Rules/Public_Service_Commission/Title-291/Chapter-09.pdf</p>	

FILING REQUIREMENTS (011.02G)	
Required Information (Check to Acknowledge Information is Attached to Form):	
<input checked="" type="checkbox"/>	An Original of the Application Form and Attachments, Along with Eight (8) Copies for Commission Use
<input checked="" type="checkbox"/>	The Application Fee, Unless Submitted Online, which Covers the Administrative Cost of Accepting and Processing this Filing

NOTIFICATION REQUIREMENTS (011.02H)	
<p>Applicant must notify the Commission during the pendency of the certification request of any material change in the representation and commitments required by Section 011 within 14 days of such change. Any new legal actions or formal complaints are considered material changes in the request.</p> <p>Once certified, the CNGP must notify the Commission of any material change in the representations and commitments required for certification with 14 days of such change.</p>	

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COMPANY REPRESENTATIVE SUBMITTING APPLICATION	
Name:	Richard Plutzer
Title:	Executive VP, CFO & Secretary
Signature of Applicant or Applicant's Attorney (Print completed PDF form and sign): 	
Date:	<i>July 9 2018</i>

STATE OF NEBRASKA)
Connecticut) ss.
COUNTY OF *Fairfield*)

SUBSCRIBED AND SWORN to before me this *9th* day of *July*, 20*18*.

Witness my hand and official seal.



Notary Public

RICHARD M. BREEN
NOTARY PUBLIC
MY COMMISSION EXPIRES MAR. 31, 2022

**NEBRASKA PUBLIC SERVICE COMMISSION
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ATTACHMENT**

LEGAL ENTITY REQUIREMENTS

DESCRIPTION OF THE BUSINESS STRUCTURE OF THE APPLICANT

Resource Energy Systems, LLC is a limited liability company formed in Delaware. Its daily operations are managed by Steven Schlussel, President; Scott Reinstein, Chief Executive Officer; and Richard Plutzer, Secretary and Treasurer. All three principals are member/managers.

EVIDENCE OF AUTHORITY TO DO BUSINESS IN NEBRASKA

Please see the attached evidence of authority.

APPLICANT DEMONSTRATION OF OPERATIONAL ABILITIES

ROSTER OF OFFICERS AND DIRECTORS

As a limited liability company, applicant has no directors. The following are officers:

Steven Schlussel, President

Scott Reinstein, Chief Executive Officer & Chief Operating Officer

Richard Plutzer, Executive VP, CFO & Secretary

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-continued-

DESCRIPTION OF THE PROFESSIONAL BACKGROUNDS OF THE APPLICANT'S PRINCIPAL MANAGERIAL AND TECHNICAL PERSONNEL

The company's management team of Steven Schluskel, Scott Reinstein and Richard Plutzer together have a combined 100 years of experience in the operations of commercial real estate including decades in energy-related matters while employed in senior positions at commercial real estate and energy companies. Their duties in such roles in the commercial real estate industry included buying energy for a wide portfolio of properties totaling more than 180,000,000 kilowatt hours of electricity annually. In addition, their responsibilities included buying natural gas for dozens of properties across the nation.

Steven Schluskel, President of the company, has extensive knowledge of commercial real estate and retail space having spent 25 years providing services in such areas. He has intricate knowledge of commercial real estate operations and the role energy costs play in such operations. He has advised large retail chains on industry leading energy management solutions in many parts of the country, and he is one of the leading proponents for the deployment of solar energy systems and fuel cell technology in commercial real estate in order to reduce and control energy costs and minimize damage to the environment.

Steven is the founder and former president of International Environmental Management, Inc. (IEM) which provides waste and recycling management services across the nation to over 500 regional shopping centers and their more than 45,000 tenants. Steven founded IEM in 1992 and guided IEM through the sale of the company in 2006 to Oakleaf Global Holdings, Inc. (OGHI), a portfolio company of the charterhouse Group, a private equity firm. He served on the Board of Directors of OGHI during a period of rapid growth for OGHI in its sales and profitability as well as a period during which OGHI introduced new services and products for the waste management industry.

Steven continued to serve on the Board of OGHI until its sale in 2007 to an affiliate of New Mountain Capital for \$655,000,000. At the time of the sale, OGHI had consolidated revenues of approximately \$600,000,000 per year. IEM's operating results comprised a substantial portion of OGHI's overall earnings.

Prior to starting OEM, Steven was a commercial real estate broker with Edward S. Gordon Co. Steven has an undergraduate degree in Management and an MBA in Finance, both from New York University.

Scott Reinstein, Chief Executive Officer of the company, was formerly Vice President National Operations in charge of energy for all 40,000,000 square feet of commercial space owned by the Westfield Group where he worked for nearly two decades. In his role, he bought energy nationally for years and was responsible for development and implementation of a company-wide energy procurement and management plan that was extremely successful in controlling costs for Westfield Group and directed all

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components of a shopping center expansion project most notably a \$500,000,000 expansion in Los Angeles which was completed under budget and ahead of schedule. His responsibilities included entitlement, planning budgeting and full oversight of project management, construction, leasing, design and marketing. Scott has lectured on energy procurement and management in the real estate industry and is one of the leading experts in the nation based on his achievements at Westfield Group and in energy procurement for the shopping center and retail industries. Customers of the company will have Scott's ability to do the same for them as he did for Westfield Group: help them to design and implement energy plans that will save money on procurement and usage.

Scott is a U.S. Navy veteran who served nearly four years with the armed services.

Richard Plutzer, Chief Financial Officer of the company, is a CPA and attorney. He handles all legal, financial and tax aspects of the operations of the company. He interacts also with state and local governmental agencies on regulatory matters impacting the company's development activities. He is the founder and past-Chairman of the Energy Committee of the Commerce and Industry Association of New Jersey (CIANJ), and he has lectured numerous times on energy management and procurement issues and subjects including the impact of the Energy Master Plan proposed by then-Governor John Corzine on renewable energy and the cost of electricity in that state. Richard has authored articles for Commerce magazine, the Publication of CIANJ, and GoveSt.com on the use of solar energy in commercial real estate. He has published articles on both demand response and renewable energy and together with Scott Reinstein has worked on articles regarding the design and development of long-term strategic energy procurement for commercial real estate owners. Richard has approximately 25 years of involvement with the commercial real estate industry in various levels of operations.

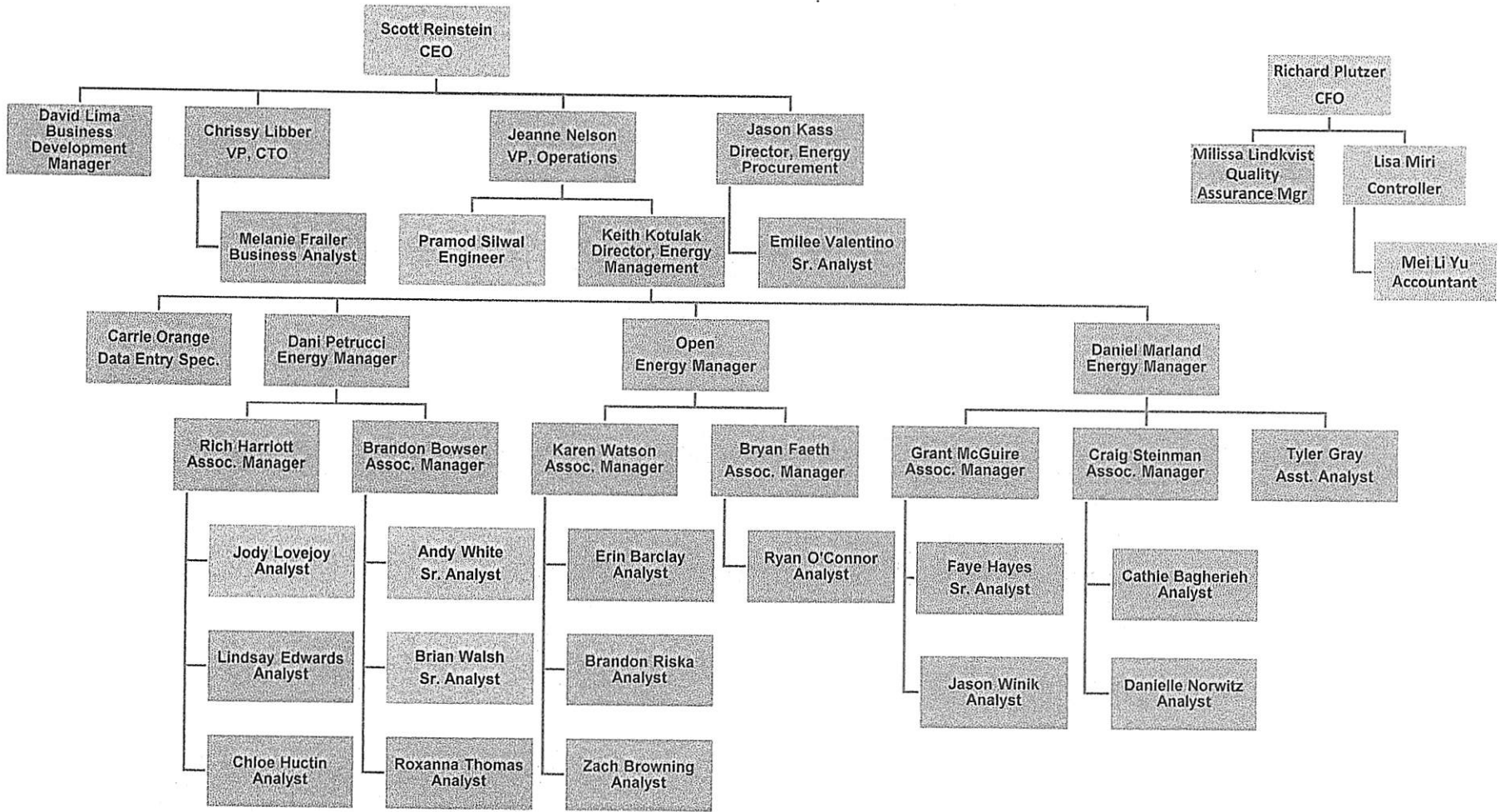
Richard served previously as Chief Financial Officer and General Counsel of IEM. As one of the former shareholders of IEM, he teamed with Steven Schlusel in the negotiations for the sale of IEM in 2006 and was responsible for all aspects of the tax, legal and financial due diligence process leading up to the sale. As Chief Financial Officer, Richard reorganized and leveraged the resources of the Finance Department to significantly increase the profitability and value of the company. He was also responsible for all financial and tax reporting for the company including reporting and tax compliance as required for the 45 states in which IEM conducted its operations. As General counsel he was responsible for virtually all contracts to which IEM was a party and was involved in extensive contract negotiations and corporate governance matters. His background includes roles serving as an attorney and certified public accountant at Ernest & Young and other leading firms.

Richard graduated from Washington University in St. Louis and Boston College Law School.

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OPERATIONAL FLOW CHART - attached

RESOURCE ENERGY SYSTEMS



Remote
 Connecticut office

Areas of Focus:
 Sustainability: Rich Harriott, Ryan O'Connor, Bryan Faeth
 Meters: Grant McGuire, Daniel Marland, Bryan Faeth, Zach Browning
 General IT Support: Skyline Engineering

CONFIDENTIAL – FOR INTERNAL USE ONLY

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**DESCRIPTION OF THE APPLICANT'S FACILITIES AND THE SERVICES
IT INTENDS TO RENDER**

Resource Energy Systems, LLC (RES) intends to offer companies the opportunity to buy gas using RES's services where RES would serve as broker on behalf of third-party energy suppliers in Nebraska. Such companies are very substantial in size and, in most cases, will own or lease properties in several or more states.

STATE OF NEBRASKA

United States of America, } ss.
State of Nebraska }

Secretary of State
State Capitol
Lincoln, Nebraska

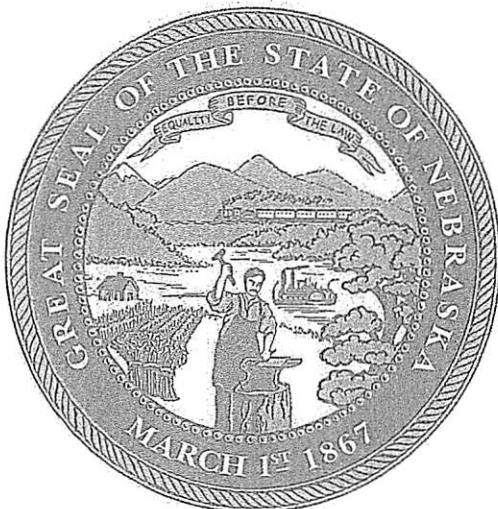
I, John A. Gale, Secretary of State of the
State of Nebraska, do hereby certify that

RESOURCE ENERGY SYSTEMS, LLC

a(n) Delaware Limited Liability Company, filed an Application for Certificate of Authority on June 25, 2018 and is hereby authorized to transact business in the state of Nebraska as of the date of this certificate.

This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's financial condition or business activities and practices.

In Testimony Whereof,



I have hereunto set my hand and
affixed the Great Seal of the
State of Nebraska on this date of
June 26, 2018

John A. Gale

Secretary of State

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESOURCE ENERGY SOLUTIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JULY, A.D. 2018.




Jeffrey W. Bullock, Secretary of State

4938939 8300

SR# 20185697339

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203094739

Date: 07-19-18