

NEBRASKA PUBLIC SERVICE COMMISSION
APPLICATION TO TRANSFER OF CONTROL OF A JURISDICTIONAL NATURAL GAS UTILITY OR CNGPs
Neb. Rev. Stat. § 66-1828(1)(2)

PURPOSE
<p>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.</p> <p>No reorganization or change of control of a jurisdictional utility shall take place without prior approval by the Nebraska Public Service Commission (Neb. Rev. Stat. § 66-1828(1)).</p> <p>Applicants seeking to transfer control must reasonably demonstrate that the reorganization or change of control will not adversely affect the utility's ability to serve its ratepayers (Neb. Rev. Stat. § 66-1828(1)).</p> <p>A reorganization or change of control requiring an application to the Commission includes any transaction which, regardless of the means by which it is accomplished, results in a change in the ownership of a majority of the voting capital stock of a jurisdictional utility and does not include a mortgage or pledge transaction entered into to secure a bona fide borrowing by the party granting the mortgage or making the pledge (Neb. Rev. Stat. § 66-1828(2)).</p> <p>Applicants seeking approval of a transfer of control shall submit an original and eight (8) copies of the application to the Commission at the address below.</p> <p>Executive Director Nebraska Public Service Commission 300 The Atrium, 1200 N Street P.O. Box 94927 Lincoln, NE 68509-4927</p> <p>CNGPs/Aggregators should include a \$200 application fee. Jurisdictional utilities do not need to submit a filing fee as costs will be directly assessed.</p> <p>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.</p> <p>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.</p> <p>Questions should be directed to the Natural Gas Department of the Nebraska Public Service Commission at (402) 471-3101.</p>

CURRENT JURISDICTIONAL UTILITY:		
Company Name	Docket Number Granting Operating Authority	For Commission's use <div style="font-size: 2em; font-weight: bold; color: blue;">RECEIVED</div> <div style="font-size: 1.2em; font-weight: bold; color: red;">MAR - 4 2020</div> <div style="font-size: 1.5em; font-weight: bold; color: blue;">Natural Gas Dept.</div>
CenterPoint Energy Services, Inc.	NG - 0049	
Any d/b/a of Company and Associated Docket Nos.:		
Names Company Previously Provided Service Under and Associated Docket Nos.:		
Continuum Retail Energy Services, LLC and Post Rock Gas, LLC (NG-0014.1); CenterPoint Energy Service Retail, LLC (NG0049.2)		

MEMORANDUM

MAR 4 505

MEMORANDUM

**NEBRASKA PUBLIC SERVICE COMMISSION
 APPLICATION TO TRANSFER OF CONTROL OF A JURISDICTIONAL NATURAL GAS UTILITY OR CNGPs
 Neb. Rev. Stat. § 66-1828(1)(2)**

JURISDICTIONAL UTILITY CONTACT INFORMATION:		
Legal Contact Name:		
Debora K. Churches		
Legal Contact Address:		
1111 Louisiana Street Attn: Debora Churches 11th Floor Houston, TX 77002		
Legal Contact Phone Number:	Legal Contact Fax Number:	Legal Contact Email Address:
713-207-5777		Debora.Churches@Centerpointenergy.com
Regulatory Contact Name:		
Debora K. Churches		
Regulatory Contact Address:		
1111 Louisiana Street Attn: Debora Churches 11th Floor Houston, TX 77002		
Regulatory Contact Phone Number:	Regulatory Contact Fax Number:	Regulatory Contact Email Address:
713-207-5777		Debora.Churches@Centerpointenergy.com
Questions Regarding this Application Should be Directed to (Contact Name):		
Debora K. Churches		
Contact Address:		
1111 Louisiana Street Attn: Debora Churches 11th Floor Houston, TX 77002		
Contact Phone Number:	Contact Fax Number:	Contact Email Address:
713-207-5777		Debora.Churches@Centerpointenergy.com

NEBRASKA PUBLIC SERVICE COMMISSION
APPLICATION TO TRANSFER OF CONTROL OF A JURISDICTIONAL NATURAL GAS UTILITY OR CNGPs
Neb. Rev. Stat. § 66-1828(1)(2)

DESCRIPTION OF TRANSACTION:

Pursuant to an Equity Purchase Agreement entered into on February 24, 2020, by and between CenterPoint Energy Resources Corp., a Delaware corporation ("CERC"), and Athena Energy Services Buyer, LLC, a Delaware limited liability company ("Athena"), Athena will acquire from CERC, upon receipt of all required approvals and consents, all of the membership interests in CenterPoint Energy Services, Inc. (CES"), a retail and wholesale supplier of natural gas and related services (the "Transaction"). Athena itself is a wholly-controlled indirect subsidiary of ECP Control Co, LLC ("ECP").

ANTICIPATED EFFECTIVE DATE OF TRANSACTION:

Approximately May 8, 2020

DESCRIBE WAYS IN WHICH PUBLIC INTEREST SERVED BY THE TRANSFER OF CONTROL:

The proposed Transaction benefits the public interest because ECP's investment in the CES will support CES's continued growth and allow CES to leverage ECP's extensive energy industry expertise. ECP is a private equity and credit investment firm with over \$19 billion in capital commitments. The firm focuses on investing in the traditional and renewable power generation, midstream oil and gas, electric transmission, environmental infrastructure and related energy services sectors of North America's energy infrastructure. CES will continue to serve its customers and operate in the State. The change in control will not negatively affect competition and CES will continue its operations in accordance with the requirements set forth in Neb. Admin. Code 291.9-011.04.

DESCRIBE WHAT, IF ANY, EFFECT THIS TRANSFER WILL HAVE ON CUSTOMERS (e.g., CHANGES IN RATES OR SERVICE):

The Transaction will not have a direct effect on CES's rates and service. Customers will continue to be served under existing contracts.

DESCRIBE THE METHOD BY WHICH CUSTOMERS WILL BE OR HAVE BEEN NOTIFIED OF ANY CHANGES:

Because there will be no change in the provisions of service, customers will not be notified of the upstream change in control.

**NEBRASKA PUBLIC SERVICE COMMISSION
 APPLICATION TO TRANSFER OF CONTROL OF A JURISDICTIONAL NATURAL GAS UTILITY OR CNGPs
 Neb. Rev. Stat. § 66-1828(1)(2)**

ENTITIES INVOLVED IN TRANSFER OF CONTROL		
Company #1 Name:		
ATHENA ENERGY SERVICES BUYER, LLC		
State of Incorporation:		
Delaware		
Company #1 Contact Information:		
Athena Energy Services Buyer, LLC c/o ECP ControlCo, LLC		
Company #1 Contact Address:		
40 Beechwood Road Summit, NJ 07901		
Company #1 Contact Phone Number:	Company #1 Contact Fax Number:	Company #1 Contact Email Address:
		cleininger@ecpartners.com
Company #1 Relationship to Certificated Company:		
New owner of CES, subject to all required approvals and consents		
Company #2 Name:		
CenterPoint Energy Resources Corp.		
State of Incorporation:		
Delaware		
Company #2 Contact Information:		
CenterPoint Energy Resources Corp.		
Company #2 Contact Address:		
1111 Louisiana Street Houston, Texas 77002		
Company #2 Contact Phone Number:	Company #2 Contact Fax Number:	Company #2 Contact Email Address:
		Jason.ryan@centerpointenergy.com
Company #2 Relationship to Certificated Company:		
Former owner of CES, subject to all required approvals and consents		

NEBRASKA PUBLIC SERVICE COMMISSION
APPLICATION TO TRANSFER OF CONTROL OF A JURISDICTIONAL NATURAL GAS UTILITY OR CNGPs
Neb. Rev. Stat. § 66-1828(1)(2)

OTHER INFORMATION:

Applicant should attach any further information that may assist the Commission in evaluating this application.

REPRESENTATIVE SUBMITTING NOTICE

Name: Robert Ellis III

Title: Vice President - Sales & Origination

Signature of Applicant or Applicant's Attorney (Print completed PDF form and sign):

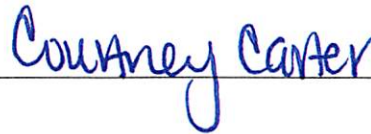
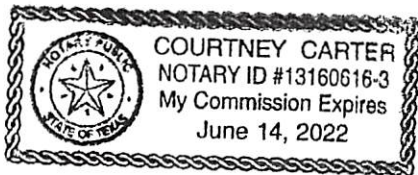


Date: 03/03/20

STATE OF TEXAS)
COUNTY OF Harris) ss.

SUBSCRIBED AND SWORN to before me this 03 day of March, 2020.

Witness my hand and official seal.



Notary Public