



Control Number: 39630



Item Number: 1

Addendum StartPage: 0

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AGGREGATOR REGISTRATION FORM
For the Texas Retail Electric Market

PROJECT NO. 39630 (Assigned by Central Records when registration is initially filed)

Registering Party:

NOI Engineering, PLLC

Authorized Representative or Attorney to contact about this application:

NAME: Robert Watson TITLE: Owner

ADDRESS: 4141 Blue Lake Circle, Ste. 132

TELEPHONE: 972-239-3200 FAX: 972-947-3049

EMAIL ADDRESS: rwatson@noi-engineering.com

Agent for Service of Process:

NAME: _____ TITLE: _____

ADDRESS: _____

TELEPHONE: _____ FAX: _____

EMAIL ADDRESS: _____

Check the most appropriate box to describe the submission of this document:

- This submission opens a new aggregator registration.
- This submission supplies additional information for a pending aggregator registration.
- This submission amends an existing, completed aggregator registration.

1

Review the *Instructions*. Fill out Parts A through C of this Registration Form and the Affidavit according to the aggregator classification(s) desired:

- Class I:** Parts A, B, C, and Affidavit.
- Class II.A:** Parts A, B, C, and Affidavit
- Class II.B:** Part A and Affidavit.
- Class II.C:** Part A and Affidavit.
- Class II.D:** Parts A, B, C, and Affidavit.

PART A – GENERAL INFORMATION

APPLICABLE TO ALL REGISTERING PARTIES

1. Legal Name of Registering Party: Robert Watson

2. Type of registering party. Review the definitions in the *Instructions* and check appropriate box:

- Person**
- Political subdivision**
- Political subdivision corporation**

3. Types of aggregator registrations sought. Review the required eligibility and operational parameters listed in the *Instructions* and check appropriate box or boxes:

- Class I:** Private entity that aggregates private customers to buy electricity from REPs.
- Class II.A:** Person that aggregates municipalities, political subdivisions, or both.
- Class II.B:** Political subdivision corporation aggregating political subdivisions.
- Class II.C:** Public body that aggregates its citizens.
- Class II.D:** Administrator of citizen aggregation.

4. Other Names. List any trade, commercial, and doing-business-as (d/b/a) names, other than the legal name listed in #1 above, under which the registering party intends to operate (Class I, II.A and II.B aggregators are limited to 5 operating names.):

NOI Engineering, PLLC

PUBLIC UTILITY COMMISSION OF TEXAS
AGGREGATOR REGISTRATION, PURSUANT TO PUC SUBSTANTIVE RULE § 25.111

5. Address. List the registering party's Texas business address, telephone number and fax number. Provide the same details for the principal place of business, if different from the Texas business address.

4141 Blue Lake Circle, Ste. 132

Dallas, TX 75244

Phone: 972-239-3200

Fax: 972-947-3049

6. Officers. Provide, as **Attachment A**, the names, business addresses, and phone numbers of the registering party's officers, directors, or partners.

7. Affiliates. Provide, as **Attachment B**, the names of the registering party's affiliates and subsidiaries that provide utility-related services, such as telecommunications, electric, gas, water or cable (if any).

8. Customer Service Contact. List the telephone number of the customer service department.

972-239-3200

9. Regulatory contact person. List the name, physical business address, telephone number, fax number, and e-mail address for a regulatory contact person – and for the agent for service of process, if different.

Robert Watson

4141 Blue Lake Circle, Ste. 132

Dallas, TX 75244

Phone. 972-239-3200

Fax: 972-947-3049

10. Customers. Circle all of the electricity customer classes in the following list that the registering party intends to aggregate:

RESIDENTIAL **COMMERCIAL** **INDUSTRIAL** MUNICIPALITIES POLITICAL SUBDIVISIONS

Please provide further detail regarding the classes you have selected:

We are primarily targeting investment grade real estate holders such as REIT's, Pension Funds, Private Equity, etc. Asset types include hotels, commercial office, retail, warehouse/distribution/"flex" buildings, and multifamily spaces.

**CLASS II.B AND CLASS II.C REGISTERING PARTIES MAY STOP HERE.
COMPLETE THE AFFIDAVIT AND SUBMIT ALL MATERIALS, INCLUDING
SUPPORTING ATTACHMENTS A AND B, TO THE COMMISSION.**

PART B – TECHNICAL AND CUSTOMER PROTECTION INFORMATION

APPLICABLE ONLY TO PARTIES REGISTERING FOR CLASS I, CLASS II.A, AND CLASS II.D

Review the attached *Instructions*. Select one of the following two options for registration by checking the appropriate box. By separate attachment, provide the information required for the option chosen.

- 1. STANDARD REGISTRATION.** To exercise the Standard Registration option, check the box at left and provide as **Attachment C** the following additional information:
- (a) **Texas Secretary of State records.** Any applicable information on file with the Texas Secretary of State, such as copies of the registering party's endorsed certificate of incorporation certified by the Texas Secretary of State, the registering party's certificate of good standing, or other business registration on file with the Texas Secretary of State. Include any information under d/b/a (doing-business-as) names.
 - (b) **Tax delinquency disclosure.** Disclose any delinquency with taxing authorities in the state of Texas, including the Comptroller's Office.
 - (c) **Prior experience.** Describe prior experience, if any, of the registering party or one or more of the registering party's principals or employees in the retail electric industry or a related industry.
 - (d) **Affiliate and agency relationships.** Disclose any affiliate or agency relationships and the nature of any affiliate or agency agreements with REPs or transmission and distribution utilities. If such a relationship or agreement exists, explain how the registering party will disclose this information to its customers and to the REPs with whom it does business.
 - (e) **Activities in other states.** List the other states, if any, in which the registering party, and/or its affiliates and subsidiaries providing utility-related services, currently conduct business, or have previously conducted business, within the past 3 calendar years.
 - (f) **Compensation sources.** Disclose the registering party's known or anticipated sources of compensation for aggregation services, and provide an explanation of its plans for disclosure of those compensation sources to its customers.
 - (g) **Bankruptcy disclosure.** Disclose any bankruptcy or liquidation proceedings of the registering party, any predecessors in interest, or its affiliates, within the past 3 calendar years.
 - (h) **Disclosure of fraud or liability.** List any convictions or liability findings of fraud, theft or larceny, deceit, or violations of any customer protection or deceptive trade laws in any state against the registering party, a predecessor, its principals, or its affiliates.
 - (i) **Investigation status.** Provide a statement indicating whether the registering party is currently under criminal or civil investigation, either in this state or in another state or jurisdiction for violation of any customer protection law or regulation.

- (j) **Complaint history.** Provide a complete complaint history list for the past 3 calendar years as required by the Aggregator Rule (*see Instructions* for exact rule requirements).
 - (k) **Pending authorizations (Class II.A or II.D aggregators only).** List pending authorizations, if any, from public entities for the registering party to aggregate their loads or that of their citizens.
- 2. ALTERNATIVE LIMITED REGISTRATION.** To exercise the Alternative Limited Registration described in the Instructions, which limits the size of customers that may be served, check the box at left so that the statement (a) below is incorporated into the Affidavit, and then provide as **Attachment D** the information specified in (b) below.
- (a) By executing the Affidavit attached hereto, the registering party swears and affirms that it is aware of, and will comply with, P.U.C. SUBST. R. §25.111(f)(2), which applies to entities that aggregate only customers who seek to contract individually for 250 kilowatts or more of peak demand electricity. Specifically, the registering party swears and affirms that it possesses a written consent from each customer it plans to serve, authorizing the registering party to provide aggregation for that customer.
 - (b) Provide as **Attachment D** the information required by paragraphs (a), (b), (c), (g), (h), (i), and (k) of the Standard Registration requirements.¹

PART C – FINANCIAL RESOURCE INFORMATION

APPLICABLE ONLY TO PARTIES REGISTERING FOR CLASS I, CLASS II.A, AND CLASS II.D.

1. Intention to take deposits or other advance payments. Check only one of the following two statements of intention:

- YES, THE REGISTERING PARTY WILL COLLECT DEPOSITS OR OTHER ADVANCE PAYMENTS FROM ELECTRIC CUSTOMERS IN ADVANCE OF DELIVERING AGGREGATION SERVICES.**

By executing the Affidavit attached hereto, the registering party swears and affirms that it is aware of, and will comply with, P.U.C. SUBST. R. §25.111(g)(1)(A)-(D), which applies to any entities that aggregate electricity customers and intend to take any deposits or other advance payments from electricity customers for aggregation services.

If the “YES” box above is selected, proceed to Item No. 2 below to indicate the method of meeting the financial qualifications required by the Aggregator Rule.

¹ Parties registering by means of the Alternative Limited Registration option are exempted from the information required by paragraphs (d), (e), (f) and (j) of the Standard Registration and from the affiliate disclosure required by No. 7 of *Part A*.

NO, THE REGISTERING PARTY WILL NOT COLLECT DEPOSITS OR OTHER ADVANCE PAYMENTS FROM CUSTOMERS IN ADVANCE OF DELIVERING AGGREGATION SERVICES.

By executing the Affidavit attached hereto, the registering party swears and affirms that, if it later decides to take prepayments, it shall amend its registration in advance of accepting such deposits or other advance payments for aggregation services. That amended registration shall demonstrate compliance with P.U.C. SUBST. R. §25.111(g) within 90 days of receiving the first payment for aggregation services and before those services are rendered.

If the "NO" box above is selected, stop here and proceed to the *Affidavit*.

2. Method of financial qualification. Check only one of the two boxes below to select one of the two methods for financial qualification to collect deposits and advance payments. The "standard" qualifications are available to any registering party, but the "alternative" qualifications are limited to those parties who have selected the Alternative Limited Registration in Part B. Provide the respective documentation materials indicated for the method selected:

STANDARD FINANCIAL QUALIFICATIONS. This method of qualification is the only option for parties registering under the Standard Registration in Part B.

(a) **Calculation methodology.** The amount of required financial resources equals the registering party's cumulative obligations to customers arising from deposits or other advance payments for aggregation services made by customers prior to the delivery of aggregation services. Provide as **Attachment E** the registering party's methodology for calculating the required amount of financial resources.

(b) **Financial evidence.** From the following list, indicate which financial instruments are used to demonstrate the registering party's compliance with the Aggregator Rule's financial requirements. Then provide the applicable supporting documentation as required by (c), (d), (e), and (f) below (supply only the applicable attachments).

A certificate of deposit with a bank or other financial institution;

A letter of credit issued by a bank or other financial institution, irrevocable for a period of at least 15 months;

A line of credit or other loan issued by a bank or other financial institution, including a bond in a form approved by the commission, irrevocable for a period of at least 15 months;

A loan issued by a subsidiary or affiliate of the applicant or a corporation holding controlling interest in the applicant, irrevocable for a period of at least 15 months;

A guaranty issued by a shareholder or principal of the applicant; a subsidiary or affiliate of the applicant or a corporation holding controlling interest in the applicant; irrevocable for period of at least 15 months.

- An investment grade credit rating.
- Other financial evidence approved in advance by the commission _____
-

- (c) **Financial integrity of loans or guarantees.** If applicable, provide as **Attachment F** the financial evidence showing that the lender or guarantor possesses the financial resources needed to fund the loan or guaranty.
- (d) **Unencumbered resources.** Provide as **Attachment G** evidence of cash and other instruments listed as financial resources unencumbered by pledges for collateral.
- (e) **Credit ratings.** If applicable, provide as **Attachment H** evidence of investment grade credit rating.
- (f) **Disclosure to financial backers.** Provide as **Attachment I** evidence that a copy of P.U.C. SUBST. R. 25.111 (the Aggregator Rule) has been provided to any party providing, either directly or indirectly, financial resources necessary to protect customers pursuant to this paragraph.

- ALTERNATIVE FINANCIAL QUALIFICATIONS FOR LIMITED REGISTRATION.** This method of qualification is available only to parties who register by means of the Alternative Limited Registration, specifically those that aggregate customers that individually contract for at least 250 kilowatts of peak demand electricity. Check the box at left to exercise this option and incorporate into the Affidavit the statement below:

By executing the affidavit attached hereto, the registering party swears and affirms that it is aware of, and will comply with, P.U.C. SUBST. R. 25.111(g)(2), which applies to entities that aggregate only customers that individually contract for 250 kilowatts or more of peak demand electricity. Specifically, the registering party swears and affirms that it possesses a written consent from each customer it wishes to serve, authorizing the registering party to provide aggregation for that customer *without* establishing the cash and credit resources normally required of aggregators who take deposits or other advance payments from customers.

AFFIDAVIT

BEFORE ME, the undersigned authority, on this day personally appeared the undersigned, who, after being duly sworn, stated on their oath that they are entitled to make this Affidavit, and that the statements contained below and in the foregoing are true and correct.

Check one of the following boxes:

- I am an owner, partner, or officer of the registering party, which is registering as a Class II.B or Class II.C aggregator.
- I am an owner, partner, or officer of the registering party, which is registering as a Class I, Class II.A, and/or a Class II.D aggregator.

I swear or affirm that I have personal knowledge of the facts stated in the attached registration, that I am competent to testify to them, and that I have the authority to submit this application form on behalf of the registering party. I further swear or affirm that all statements made in the Registration Form are true, correct and complete and that any substantial changes in such information will be provided to the Public Utility Commission of Texas in a timely manner. I swear or affirm that the registering party understands and will comply with all requirements of the applicable law and rules, including any required submission of additional information by sworn affidavit prior to the provision of electric service.




Signature of Registering Party's Owner, Partner, or Officer
Robert Watson

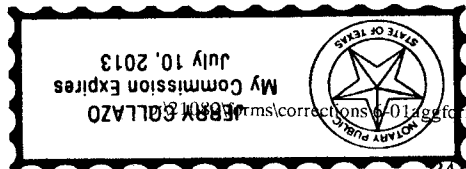
Printed Name
NOI Engineering

Name of Registering Party

Sworn and subscribed before me this 1 day of July, 2011.
Month Year



Notary Public



Attachment A

NOI Engineering is a single member PLLC in the State of Texas. The single member and his address is:

Robert Watson, PE
4141 Blue Lake Circle, Ste. 132
Dallas, TX 75244
972-239-3200, ext. 301

Attachment B

NOI Engineering, is a single member PLLC in the State of Texas. See Attachment A for further detail. There are no affiliates.

Attachment C

In accordance with Part B, Section 1:

- a. Secretary of State Records
 - i. Certificate of Good Standing (attached)
 - ii. Articles of Formation (attached)

- b. I hereby certify that neither Robert Watson nor NOI Engineering, PLLC is delinquent with any taxing authorities in the State of Texas, including the Comptroller's Office. See attached State of Texas Certificate of Good Standing.

- c. NOI Engineering has been operating within the utilities industry for over 5 years. This work primarily included helping real estate owner's understand and address their facilities utilities needs, namely by performing Energy Audits. This work entailed careful and detailed analysis of utility rate structures, billing practices, and ascertaining a facilities utility consumption performance over the billing cycles. Any issues arising from utility bill analyses would be reconciled with the utility company, owner, or both. NOI Engineering is a registered Professional Engineering Firm in good standing with the Texas Board of Professional Engineers.

- d. NOI Engineering has no affiliates or special relationships with agencies, REP's, or transmission and distribution utilities.

- e. NOI Engineering, PLLC provides Energy Audit from coast to coast. However, we have not nor do we plan to offer utility aggregation services beyond Texas.

- f. NOI Engineering, PLLC will receive compensation directly from the REP's. This revenue source will be disclosed to clients both verbally and through a standard services agreement.

- g. Robert Watson nor NOI Engineering, PLLC has no history of bankruptcy or liquidation proceedings.

- h. Robert Watson or NOI Engineering, PLLC has had no convictions or liability findings of fraud, theft, larceny, deceit, or violations of any customer protection or deception of trade laws in any state.

- i. NOI Engineering, PLLC has never been under criminal or civil investigation either in Texas or any other state or jurisdiction for violation of any customer protection law or regulation.

- j. NOI Engineering, PLLC has no complaint history.

- k. NOI Engineering, PLLC currently has no pending authorizations for load aggregation.



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
SUSAN COMBS • COMPTROLLER • AUSTIN, TEXAS 78774

July 22, 2011

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Susan Combs, Comptroller of Public Accounts of the State of Texas, DO
HEREBY CERTIFY that according to the records of this office

NOI ENGINEERING PLLC

is, as of this date, in good standing with this office having no franchise tax reports or payments due at this time. This certificate is valid through the date that the next franchise tax report will be due May 15, 2012.

This certificate does not make a representation as to the status of the entity's registration, if any, with the Texas Secretary of State.

This certificate is valid for the purpose of conversion when the converted entity is subject to franchise tax as required by law. This certificate is not valid for any other filing with the Texas Secretary of State.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 22nd day of
July 2011 A.D.

A handwritten signature in black ink that reads "Susan Combs".

Susan Combs
Texas Comptroller

Taxpayer number: 32033676241
File number: 0800866668

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709



**Certificate of Formation
Professional Limited Liability
Company**

Filing Fee: \$300

Filed in the Office of the
Secretary of State of Texas
Filing #: 800866668 09/05/2007
Document #: 184670070002
Image Generated Electronically
for Web Filing

Article 1 - Entity Name and Type

The filing entity being formed is a professional limited liability company. The name of the entity is:

NOI Engineering PLLC

The name of the entity must contain the words "Professional Limited Liability Company" or an accepted abbreviation of such terms. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 2 - Registered Agent and Registered Office

A. The initial registered agent is an organization (cannot be company named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

Robert Watson

C. The business address of the registered agent and the registered office address is:

Street Address:

2710 Scrimshire Ct. Eules TX 76039

Article 3 - Governing Authority

A. The limited liability company is to be managed by managers.

OR

B. The limited liability company will not have managers. Management of the company is reserved to the members.

The names and addresses of the governing persons are set forth below:

Managing Member 1: **Robert Watson**

Title: **Managing Member**

Address: **2710 Scrimshire Ct. Eules TX, USA 76039**

Article 4 - Purpose

The company is organized for the rendition of the professional service set forth below:

using engineering principals to analyze the performance and efficiency of HVAC (Heating, Ventilation, Air Conditioning), lighting systems, pumps, fans, relative to their total energy (electricity, natural gas, etc.) consumption and also "Physical Due Diligence" consulting services, this includes the physical assessment of a buildings structure, civil, and MEP systems for a pending acquisition

Supplemental Provisions / Information

[The attached addendum, if any, is incorporated herein by reference.]

Organizer

The name and address of the organizer are set forth below.

Robert Watson **2710 Scrimshire Ct., Euless, TX 76039**

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

OR

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Robert Watson

Signature of Organizer

FILING OFFICE COPY