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August 16, 2021

Filing Clerk, Central Records Division
Public Utility Commission of Texas
1701 N. Congress Avenue, 8-100
Austin, TX 78701
(512) 936-7180

Re: Tesla Energy Ventures, LLC – Application for Retail Electric Provider Certification

Dear Sir or Madam,


Enclosed please find seven copies of Tesla Energy Ventures, LLC's application for a REP Certificate in the State of Texas. Pursuant to Procedural Rule 22.72(h), a copy of this application has also been filed electronically in the PUCT docket. The original irrevocable Letter of Credit in the amount of \$500,000 will be send from the Bank directly to the Commission under separate cover.

If you require any additional information in support of this application, please feel to contact Mike Penansky directly at mpenansky@tesla.com or (301) 922-7879.

Respectfully,



Ana Stewart
President
Tesla Energy Ventures, LLC

 08/16/2021
09:00 AM CDT



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 16 TAC §25.107)

DOCKET NUMBER:

Applicant

Applicant Name: Tesla Energy Ventures, LLC

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.]:

(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).

- ☐ Name Change amendment
- ☐ Change in Ownership/Control
- ☐ Change in Service Area
- ☐ Change in Type of Provider
- ☐ Relinquishment of Certification
- ☐ Corporate Restructuring
- ☐ Change in Technical/Managerial Qualifications
- ☐ Change in Financial Qualifications
- ☐ Other (Explain in "c" below)

(c) Provide an explanation of the Amendment (attach additional pages if necessary):

PART A – COMPANY ADMINISTRATIVE INFORMATION

A-1. Application Contact Information

Contact Name: Michael Penansky		Title: Manager, Business Development	
Street or Mailing address: 1333 H St. NW			
Mailing address (Suite, Floor or Room): 11 th Flr			
City: Washington		State: DC	ZIP:20003
Phone No.: 301-922-7879	Fax No.: n/a		Toll Free No.: n/a
Email: mpenansky@tesla.com		Web Address: www.tesla.com	

A-2. Authorized Representative Contact Information

Contact Name: Rohan Ma		Title: Treasurer	
Street or Mailing address: 3500 Deer Creek Road			
Mailing address (Suite, Floor or Room):			
City: Palo Alto		State: CA	ZIP: 94304
Phone No.: 202-360-7003	Fax No.:		Toll Free No.:
Email: roma@tesla.com		Web Address: www.tesla.com	

A-3. Regulatory Representative Contact Information

Contact Name: Arushi Sharma Frank		Title: Energy Counsel	
Street or Mailing address: 1333 H St. NW			
Mailing address (Suite, Floor or Room): 11th Flr			
City: Washington		State: DC	ZIP: 20003
Phone: 571-572-9037	Fax No.:		Toll Free No.:
Email: asharmafrank@tesla.com		Web Address: www.tesla.com	

A-4. Complaint Representative Contact Information

Contact Name: Ashley Hoiby		Title: Staff Case Manager	
Street or Mailing address: 901 Page Ave			
Mailing address (Suite, Floor or Room):			
City: Fremont		State: CA	ZIP: 94538
Phone No.:	Fax No.:		Toll Free No.:
Email: AGOInquiries@tesla.com		Web Address: www.tesla.com	

A-5. Emergency Contact Information – The Applicant must provide the following information

concerning its emergency contact personnel as required in §25.53(e). You may provide up to three emergency contacts per company. The Commission prefers that you provide at least two emergency contacts.

Primary Contact: Paul Spracklen	Title: Utility Sr. Project Manager - Outside California	
Office No:	Fax No:	Toll Free No:
Cell No: 512-909-3005	Home No:	
Email: pspracklen@tesla.com	Web Address: www.tesla.com	

Secondary Contact: Rohan Ma	Title: Treasurer	
Office No:	Fax No:	Toll Free No:
Cell No: 202-360-7003	Home No:	
Email: roma@tesla.com	Web Address: www.tesla.com	

Tertiary Contact:	Title:	
Office No:	Fax No:	Toll Free No:
Cell No:	Home No:	
Email:	Web Address:	

A-6. Principal Company Information

(a). Physical Address

Company Name: Tesla, Inc.		
Primary Contact: Andrew Klinkman	Title: Manager, Business Development	
Physical Address: 3500 Deer Creek Road		
City: Palo Alto	State: CA	ZIP: 94304
Email: aklinkman@tesla.com	Web Address: www.tesla.com	
Phone: 734-709-8118	Fax:	Toll Free:

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

Company Name:		
Contact:	Title:	
Mailing Address:		
City:	State:	ZIP:
Email:	Web Address:	

(c). Texas Office Address (Cannot be a P. O. Box)**Company Name:** Tesla Energy Ventures, LLC**Contact:** Mike Penansky**Title:** Manager, Business Development**Address:** 13101 Harold Green Road**City:** Austin**State:** TX**ZIP:** 78725**Email:** mpenansky@tesla.com**Web Address:** www.tesla.com**Phone:** 301-922-7879**Fax:****Toll Free:****A-7. Directors, Officers, or Principals Information – (Provide a list of the names, titles, phone numbers and office emails)**

Name: Ana Stewart	Title: President	Phone: 325-374-8059	Email: astewart@tesla.com
Name: Rohan Ma	Title: Treasurer	Phone: 202-360-7003	Email: roma@tesla.com
Name: Simon Wardell	Title: Secretary	Phone: +61 418308073	Email: swardell@tesla.com
Name: Cleve Schupp	Title: Assistant Secretary	Phone: +61 409764948	Email: cschupp@tesla.com

A-8. Certificated Name(s)**(a). Primary Name on Certificate****Primary Certificate Name:** Tesla Energy Ventures, LLC**Texas Secretary of State (or County) File Number:** 804186722**Date and State where Business was established:** Established July 22, 2021 in Delaware**Texas Comptroller's Tax ID. Number:** 32080482840**Other Applicable Certification/File Numbers:** n/a**(b). EXISTING Approved Assumed Names (if applicable) (Maximum of 5 Assumed Names)****PUC Approved Assumed Name:****PUC Approved Assumed Name:****PUC Approved Assumed Name:****PUC Approved Assumed Name:****PUC Approved Assumed Name:****(c). REQUESTED Assumed Names (if applicable) (Maximum of 5 Assumed Names)**

Name: Tesla	Texas SoS File No. 804186722	Date Active: 8/5/2021
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 Assumed Names (if applicable)		
Assumed Name to be DELETED:		
Assumed Name to be DELETED:		
Assumed Name to be DELETED:		
Assumed Name to be DELETED:		
Assumed Name to be DELETED:		

PART B – SERVICE AREA	
APPLICANT MUST SELECT ONE SERVICE AREA OPTION BELOW (1, 2, OR 3).	
B-1 Option 1 REP – Service Area by Geography (Applicant must select one geographic option below)	
<input type="checkbox"/> Entire State of Texas	
<input type="checkbox"/> Service Area of one or more Transmission and Distribution Utilities (TDUs), Municipal Utilities, or Electric Cooperatives (Identify each requested utility and cooperative):	
<input checked="" type="checkbox"/> Geographic Area of one or more Independent Organizations within Texas (e.g. ERCOT) (Identify each organization): ERCOT	
<input type="checkbox"/> Specific Geographic Area. (Identify on Attachment B-1 the Zip Codes defining the requested service area.)	
B-2 Option 2 REP – Service Area by Customer	
<input type="checkbox"/> Provide as Attachment B-2 the affidavit from each customer required by §25.107(d)(2)(A). (Identify the customers):	
B-3 Option 3 REP – Service Area by Customer	
<input type="checkbox"/> Provide as Attachment B-3A 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):	
<input type="checkbox"/> Provide as Attachment B-3B evidence that the Applicant is in compliance with §25.107(g)(2)(A).	

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 demonstration 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. If the Applicant believes that it is exempt from the shareholders' equity requirement under §25.107(f)(1)(B)(ii), include in Attachment C-1 documentation to demonstrate that the Applicant has been certificated and serving load for longer than two years' time.

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. Is the Applicant applying for 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.

Month and day of the fiscal reporting year of the applicant and its guarantor, if applicable. Date: December 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?

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. Date of last (or next scheduled) ERCOT Flight Test: We plan to submit for the upcoming Flight Test 1021

(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.

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(g)(1)(D) to meet the combined competitive work experience requirement of at least 15 years. Please note Attachment D-4 is mandatory. Resumes may be submitted *in addition to* but *not in lieu of* Attachment D-4.

(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 experience in 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: Gambit Energy Storage, LLC	PUC Certification No. n/a, entity is a PGC
Affiliate Name: Giga Texas Energy, LLC	PUC Certification No. n/a, entity is a PGC
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. Applicant must address how it will meet the requirements of §§25.107(g)(1)(C) (renewable energy), (G) (point of contact), and (H) (customer service plan).

ATTACHMENT D-3

Third Party Entities or Consultants relied upon to meet Technical Qualifications

Type of Service Provided (Billing, Customer Service, etc.): Billing and EDI			
Term of Service Agreement: Agreement expected to be reached by September 2021		Date Service Agreement Began: TBD	
Type of Experience: ERCOT		Years of Experience: 20 years	
Company Name: EC Infosystems, Inc.			
Contact: Adebayo Fapohunda		Title: EDI Supervisor	
Physical Address: 333 Earle Ovington Blvd Suite 102, Uniondale, NY 11553			
City: Uniondale	State: NY	ZIP: 11553	
Email: afapohunda@ecinfosystems.com		Web Address: http://www.ecinfosystems.com	
Phone: 516-874-8011	Fax:	Toll Free:	
Type of Service Provided (Billing, Customer Service, etc.):			
Term of Service Agreement:		Date Service Agreement Began:	
Type of Experience:		Years of Experience:	
Company Name:			
Contact:		Title:	
Physical Address:			
City:	State:	ZIP:	
Email:		Web Address:	
Phone:	Fax:	Toll Free:	
Type of Service Provided (Billing, Customer Service, etc.):			
Term of Service Agreement:		Date Service Agreement Began:	
Type of Experience:		Years of Experience:	
Company Name:			
Contact:		Title:	
Physical Address:			
City:	State:	ZIP:	
Email:		Web Address:	
Phone:	Fax:	Toll Free:	

ATTACHMENT D-4

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

Name: Ana Stewart	Title: Director, Regulatory Credit Trading
Employer: Tesla	
Employment Period: 2017-present	
Verifying Contact and Title: Ken Morgan, VP of Sales Finance	
Phone: 737-216-4942	Email: kmorgan@tesla.com
Name: Ana Stewart	Title: Sr. Analyst, Renewables Portfolio Management
Employer: Direct Energy	
Employment Period: 2010-2013	
Verifying Contact and Title: Jay Robertson	
Phone: 832-316-9764	Email: jayjohnrobertson@gmail.com
Name: Rohan Ma	Title: Sr. Manager, Economic and Market Optimization
Employer: Tesla	
Employment Period: 2017-present	
Verifying Contact and Title: Colby Hastings, Senior Manager, Commercial Energy	
Phone: 650 681 5100	Email: chastings@tesla.com
Name: Simon Wardell	Title: General Manager, Energy Services
Employer: Simply Energy	
Employment Period: 2015-2016	
Verifying Contact and Title: Carly Wishart, COO	
Phone: 13 88 08	Email: cwishart@simplyenergy.com.au
Name: Simon Wardell	Title: General Manager, Business Capability
Employer: ERM Power	
Employment Period: 2013-2014	
Verifying Contact and Title: Steve Rogers, Executive General Manager	
Phone: 03 9214 9333	Email: srogers@ermpower.com.au
Name: Simon Wardell	Title: Manager, Acumen Metering
Employer: Origin (energy retailer)	
Employment Period: 2009-2013	
Verifying Contact and Title: Greg Murphy, Manager, New Business Markets	
Phone: 13 24 61	Email: gmurphy@originenergy.com.au

Name: Cleve Schupp	Title: Head of Digital, Brand, and Customer Communications
Employer: AGL Energy	
Employment Period: 2015-2016	
Verifying Contact and Title: Jo Egan, General Manager, Product and Portfolio	
Phone: <u>61 3 8633 6000</u>	Email: <u>jegan@agl.com.au</u>
Name: Cleve Schupp	Title: Manager, Campaign Marketing
Employer: AGL Energy	
Employment Period: 2014-2015	
Verifying Contact and Title: Jo Egan, General Manager, Product and Portfolio	
Phone: <u>61 3 8633 6000</u>	Email: <u>jegan@agl.com.au</u>
Name: Cleve Schupp	Title: Manager, Customer Retention
Employer: AGL Energy	
Employment Period: 2013-2014	
Verifying Contact and Title: Jo Egan, General Manager, Product and Portfolio	
Phone: <u>61 3 8633 6000</u>	Email: <u>jegan@agl.com.au</u>

ATTACHMENT D-5

Risk Management Experience relied upon to meet Technical Qualifications

Name: Ana Stewart	Title: Director, Regulatory Credit Trading
Employer: Tesla	
Employment Period: 2017-present	
Verifying Contact and Title: Ken Morgan, VP of Sales Finance	
Phone: 737-216-4942	Email: kmorgan@tesla.com
Name: Ana Stewart	Title: Sr. Analyst, Renewables Portfolio Management
Employer: Direct Energy	
Employment Period: 2010-2013	
Verifying Contact and Title: Jay Robertson, Portfolio Director	
Phone: 832-316-9764	Email: jayjohnrobertson@gmail.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:	
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:

AFFIDAVIT

State of: TEXAS

§

§

County of: TRAVIS

§

My name is Ana Stewart I am the President 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.

AST

08/16/2021
09:00 AM CDT

Signature

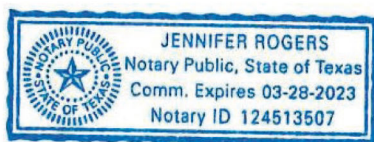
Ana Stewart

Typed or Printed Name

President

Title of Signatory

SWORN TO AND SUBSCRIBED before me on the 16th day of August, 2021.



Online Notary Public. This notarial act involved the use of online audio/video communication technology.

Jennifer B. Rogers

08/16/2021
09:04 AM CDT

Notary Public in and for the State of Texas.
My commission expires on: March 28, 2023.

AFFIDAVIT OF COMPLIANCE WITH §25.107(g)(2)(F)

State of: TEXAS

§

§

County of: TRAVIS

§

My name is Ana Stewart I am the President 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 that the applicant will register with or be certified by ERCOT or other applicable independent organization and will comply with the technical and managerial requirements of this subsection; or that entities with whom the applicant has a contractual relationship are registered with or certified by the independent organization and will comply with all system rules established by the independent organization.

AST

08/16/2021
09:00 AM CDT

Signature

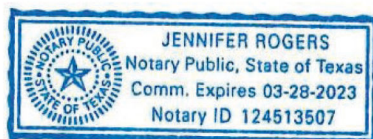
Ana Stewart

Typed or Printed Name

President

Title of Signatory

SWORN TO AND SUBSCRIBED before me on the 16th day of August, 2021.



Online Notary Public. This notarial act involved the use of online audio/video communication technology.

Jennifer B. Rogers

08/16/2021
09:04 AM CDT

Notary Public in and for the State of Texas.
My commission expires on: March 28, 2023.

AFFIDAVIT OF COMPLIANCE WITH §25.107(g)(2)(G)

State of: TEXAS

§

§

County of: TRAVIS

§

My name is Ana Stewart I am the President 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.

AST

08/16/2021
09:00 AM CDT

Signature

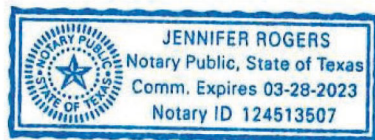
Ana Stewart

Typed or Printed Name

President

Title of Signatory

SWORN TO AND SUBSCRIBED before me on the 16th day of August, 2021.



Online Notary Public. This notarial act involved the use of online audio/video communication technology.

Jennifer B. Rogers

08/16/2021
09:04 AM CDT

Notary Public in and for the State of Texas.
My commission expires on: March 28, 2023.

Attachment D2-A

Qualified Scheduling Entity

1. Type of service provided: Scheduling load
2. Term of Service Agreement: Agreement expected to be reached by September 2021
3. Date Service Agreement Began: TBD
4. Company Name: Engie Energy Marketing NA, Inc.
5. Contact Person: Michael Salinas
6. Contact Person Title: Senior Power Originator
7. Company Address: 1360 Post Oak Blvd. Ste. 400 Houston, TX 77056
8. Company Phone Number: 713-636-1611
9. Facsimile Number: 713-636-1695
10. Email Address: Michael.Salinas@engie.com

Attachment D2-B

Tesla Energy Ventures, LLC will submit its ERCOT registration materials on August 17, 2021, and will participate in the October 2021 Flight Test schedule.

Attachment D-4 and D-5

Through both its internal management team and its partnerships with experienced vendors, Tesla Energy Ventures, LLC has the capability to comply with all applicable scheduling, operating, planning, reliability, customer registration, and settlement policies, protocols, guidelines, procedures, and other rules established by ERCOT or other applicable independent organization, as well as the capability to comply with the registration and certification requirements of ERCOT and all renewable portfolio standards.

The following individuals have a combined 15+ years of experience in the competitive electric industry:

1. Ana Stewart
2. Rohan Ma
3. Simon Wardell
4. Cleve Schupp

The following individual meets the requirements of 25.107(g)(1)(E), and has more than five (5) years of experience in energy commodity risk management of a substantial energy portfolio:

1. Ana Stewart

Ana Stewart

PROFILE SUMMARY

Top performing, solutions driven environmental commodities professional with an entrepreneurial mindset and outstanding negotiation and risk management skills. Regarded as a proactive, strategic thinker that utilizes creative and insightful analysis to uncover and capitalize on new market opportunities.

PROFESSIONAL EXPERIENCE & ACCOMPLISHMENTS

Tesla

Austin, TX

Director, Regulatory Credit Trading

February 2017 – Present

- Responsible for all aspects of Tesla's global portfolio of regulatory credits, including origination, negotiation, and execution of transactions with automakers, oil & gas providers, and retail energy suppliers, which has net the company over \$3.8B since 2017
- Accountable for company-wide consolidation and submission of all state and federal regulatory filings related to automaker emissions and fuel economy reporting
- Closed first ever open pooling agreement between two automakers for European Greenhouse Gas Credits under the EU's CO2 standard, c. Feb 2019
- Built fuel credit trading desk valued at over \$500M for the fastest growing charging network in the nation

SolarCity

San Francisco, CA

Director, Global Capital Markets/Associate Director, Structured Finance

June 2014 – January 2017

- Closed a first-of-its-kind \$60M solar renewable energy credit financing facility aggregated across multiple tax equity structures and comprised exclusively of residential solar assets
- Built solar trading desk valued at over \$300M for the fastest growing solar company in the nation
- Established and implemented a board approved risk management policy to mitigate downside risk in the portfolio and maximize P&L
- Maintained close relationships with retail energy suppliers who purchase solar renewable energy credits for compliance under renewable portfolio standards
- Operated as the in-house subject matter expert and worked closely with the government relations team to advocate for optimal policy and regulatory outcomes at the state and federal level

DTE Energy Trading

San Francisco, CA

Environmental Commodities Trader

June 2013 – February 2014

- Developed and executed independent trading strategies to meet collaborative goals and \$3M+ P&L target
- Utilized powerful financial modeling to manage portfolio and make trade decisions – models included fundamental, forecasting, portfolio optimization, value at risk, cost benefit, and trend following
- Identified and capitalized on arbitrage opportunities in the market to optimize existing positions
- Coordinated with gas and power teams to identify synergies and create value across commodities
- Interfaced internally and externally to ensure proper contracting, delivery, and settlement of all transaction

Direct Energy

Houston, TX

Sr. Analyst/Analyst Renewables Portfolio Management

August 2010 – May 2013

- Developed and maintained new targeted green product offerings for commercial and residential customers
- Created new REC and Emissions trading book and expanded counterparty network to support book growth
- Managed hedging of environmental compliance and voluntary positions related by negotiating bilateral purchases of both renewable energy credits and carbon offsets across North America
- Conducted portfolio risk analysis and fundamental market analysis for compliance and voluntary positions
- Maintained in-depth expertise of renewable legislation to stay abreast of renewable policy and industry trends

Angelou Economics

Austin, TX

Research Associate

January 2008 – August 2008

- Analyzed demographic, employment, and industry trends for leading economics consulting firm
- Transformed detailed quantitative analysis into technically palatable client reports
- Collected, dissected, and deciphered big data from the Census, BLS, and EPA databases
- Collaborated with project managers on clients' final economic impact and target industry reports
- Authored case studies to capitalize and expand the firm's strategic vision

EDUCATION

Vanderbilt University, Graduate Program in Economic Development, Nashville, TN **May 2010**
Masters of Arts in Economics
GPA – 3.8/4.0

Southwestern University, Georgetown, TX **December 2007**
Bachelor of Arts in Economics (Minors: Mathematics & Chemistry)
GPA – 3.1/4.0; Economics – 3.5/4.0

London IES, London, UK **May 2006**
Studies in Business and Economics
GPA – 3.8/4.0

SKILLS & DEVELOPMENT

- Database Tools & Statistical Software – Excel, SQL, R, SPSS, Stata, SAS, Mathematica
 - Fundamentals of Energy Futures and Options – Paradigm Strategy Group, Inc.
 - Fundamentals of Energy Risk Management – Paradigm Strategy Group, Inc.
-

A. Stewart

Rohan Ma
roma@tesla.com

EDUCATION

UNIVERSITY OF CALIFORNIA

Master of Business Administration, 2013

UNIVERSITY OF MICHIGAN

Bachelor of Arts, Economics and Organizational Studies, 2006

EXPERIENCE

2021-Present

TESLA VENTURES

Treasurer

- Responsible for all treasury functions

2017-Present

TESLA, INC

Senior Manager, Economic and Market Optimization

- Lead valuation, risk assessment, and asset optimization for over 1.5 GWh in merchant storage assets participating in competitive wholesale electricity markets generating \$50-100MM/yr in value between capacity, day-ahead, intra-day, real-time markets
- Responsible for supply operations and residential bidding solutions for Tesla's existing retail programs spanning over 5,000 customers globally today
- Responsible for sourcing ~\$20M/yr in competitive energy procurement at Tesla's primary car factory under California Direct Access program
- Lead 85-person engineering organization responsible for server-side software, energy algorithm development, ownership experience and electricity market trading

2014-2017

SOLARCITY

Senior Director, Grid Engineering Solutions

- Overall responsibility for techno-economic strategy for the country's largest residential solar company
- Conceived, negotiated and implemented foundational retail aggregation programs for distributed energy resources with PG&E, Green Mountain Power, CAISO, among others
- Developed first-of-kind cost-benefit valuation models for retail aggregation programs, ensuring technical potential of distributed energy resources (solar and storage) could be valued appropriately

2013-2014

PACIFIC GAS & ELECTRIC

Expert Analyst, Energy Procurement

- Led a cross-functional storage valuation team developing PG&E's first valuation framework for energy storage at scale, used by the IOUs for a 2.1GW storage procurement application
- Led the technical assessment of Comprehensive Procurement Framework that focused on promoting CAISO market design gaps to address renewable integration challenges
- Promoted to Principal, Storage Transactions at time of departure to SolarCity

2010-2011

CLEARVIEW ENERGY PARTNERS

Senior Research Associate, Energy Economics

- Developed and maintained macroeconomic models to support client-facing research on energy economic and policy breakpoints, risk factors and investment themes

- Authored research notes in partnership with Managing Director around quantitative and qualitative elements of energy legislation and regulations for clients, ranging from large institutional investors, hedge funds and multi-national energy companies

2007-2010

CLIMATE EXCHANGE (CCX) (acquired by Intercontinental Exchange)

Director, Business Development

- 15th employee, advanced from Analyst to Project Manager to Director
- Worked alongside Fortune 500 companies, regulators and partners to grow environmental commodities trading, including design of new derivative instruments for trading

Simon Wardell

Senior Manager Business Operations - APAC Tesla, Inc

Apr '16 to Current

- Reporting to the Snr Director Global Business Operations, provision of strategic advice to the global business on operational best practice to support engineering, sales, and deployment teams to achieve their targets. Key member of global business operations leadership team driving innovation in business process across the globe.
- Wide accountability for provision of functional support to the Tesla Energy products division across the Asia Pacific (APAC). Broadly:
 - a. **Business growth:** establishing a business in countries within APAC region that the sales team secured projects in; ultimate responsibility for residential installation operations.
 - b. **Project management:** management of local and global initiatives to drive new business lines/markets, process efficiencies and business improvement
 - c. **Business analytics:** Strategic & Operational reporting to the business to enable it to easily see how it is tracking to Key Performance Metrics
 - d. **Sales operations:** invoicing, customer queries, forecasting, product allocation, contract management, RMA processing and logistics
 - e. **Training and quality:** management of a global team that provides support to both internal and external stakeholders to deliver training and quality feedback across the energy business product range.
 - f. **Industrial & Residential Deployment:** Management of the Industrial & Deployment team across the region to facilitate the installation of our Industrial and Residential products from full EPC to Tesla Direct and VPP program

General Manager Energy Services Simply Energy (GDF SUEZ) – Energy Retailer

Jan '15 to Apr '16

Simply Energy is the retailing arm of GDF Suez Australian Energy, which is jointly owned by two leading global companies - Mitsui and GDF Suez. GDF Suez, who is the majority partner, is a leading independent electricity generating company, present in 30 countries across six regions worldwide

Objective:

The primary purpose of the role is to profitably retain and grow the Simply Energy - Energy Services customer base through effective sales & marketing strategies, business process and systems improvement. This will include developing marketing strategies, managing an internal team, and dealing directly with external suppliers.

The four key success criteria are:

1. A profitable stand-alone business
2. A business that allows SE to differentiate itself from traditional retailers of power and gas
3. A product offering that helps retain existing customers²⁴
4. A product offering that accelerates the sales of power and gas

General Manager Business Capability
ERM Power – Energy Retailer

Feb '13 to Dec '14

Objective:

The General Manager, Retail Capability is primarily responsible for the set-up of multiple new business opportunities across the ERM business. This senior role will be responsible for business case preparation and/or evaluation and the detailed project management of the set-up of these businesses according to the standards that the ERM retail business is accustomed to. The role will also assume the running of these businesses from time to time until a transition plan can be implemented to move to a permanent BAU structure, where this is appropriate. The role will interact extensively throughout ERM Electricity Sales and ERM Power and interact with many external parties.

The role will also develop a continuous improvement methodology and culture across the business to allow ERM Power to continue to be at the forefront of energy retailing in Australia without the high cost associated with growing overheads.

This is an extremely strategic role with significant responsibilities and consequences for the business.

Key Accountabilities:

- Manage a team of project resources as required
- Develop business cases and present at senior executive and board level for endorsement
- Manage operational businesses until transition to operational teams
- Develop continuous improvement strategy and culture
- Project manage plans/budgets/resources and risks/issues

Key Achievements:

- Project Managed and implemented
 - SME Retail
 - Gas Retail
 - Metering Project
 - Continuous Improvement Project
- Manage the ongoing continuous improvement process

Manager Acumen Metering
Origin – Energy Retailer

Apr '09 to Feb '13

Objective:

Project Manage and establish the Acumen Metering business within the broader Origin Energy Retail business.

Key Accountabilities:

Technical Solution

- Assess industry, regulatory, technology and client trends & needs
- Assess metering trends & technologies²⁵
- Assess metering data management trends & opportunities
- Develop Origin's metering solution
- Select & manage equipment, suppliers, field contractors & data agents
- Guide & influence Origin & industry policy on metering matters

Operational Management

- Assess and collaboratively invigorate business processes
- Ensure compliance & accreditation
- Establish & entrench superior project management competencies
- Manage assets including installation, maintenance & registration
- Establish highly secure, efficient & rigorous processes
- Entrench rigorous data-assurance process controls
- Deliver improvement initiatives in-line with business case approval
- Flexibly & soundly respond to challenges within the business environment

Commercial Opportunities

- Identify commercial opportunities for value added services, new market entries, new client potential
- Prospect for and secure commercial opportunities – internal / external
- Continue to develop & mature commercial propositions & contractual terms to achieve optimal value, risk & sales conversion outcomes

Business Management

- Develop & execute business plans (incl. budgets, capital works programs, operations)
- Develop and implement metering & business strategy
- Report against performance
- Deliver profitable & sustainable business returns – with accountability for revenue, capital expenditures, operating expenditures, cash flow and profit
- Establish effective and mutually well-regarded relationships with interfacing teams
- Align the business within the framework of goals, brand values & interdependencies of Origin overall
- Identify, evaluate communicate & take action to effectively manage the full set of commercial & operational risk exposures faced by this operations

Operational Support Services Manager**Sep '08 to Apr '09**

AGL Energy – Retail Operations

Objective:

To support the achievement of Customer Operations key objectives by ensuring the effective utilisation of internal and external resource across all Customer Operations groups and Retail Energy where required. To enhance the application and utilisation of existing technology across the Customer Operations Group, whilst sponsoring new technology, improving delivery against key performance, budgetary, and staffing objectives.

Reporting & Performance Solutions Manager**Jan '08 to Sept '08**

AGL Energy – Retail Operations

Objective:

This strategic role that will work collaboratively within Customer Operations to understand business issues and then translate these into reporting solutions that address both current needs and future requirements of the group and to develop strategic reporting solutions. Other tasks include:

Data Operations Manager**Jan '06 to Jan '08**

AGL Energy – Retail Operations

Objective:

The role was responsible for managing metering and standing data (Electricity & Gas) nationally and the systems. This was to ensure that data required for billing was delivered in time to meet or exceed business KPI's. This role had key responsibility for ensuring that

over \$200 Million dollars per month was billed on time. The role also provided reporting across the Customer Operations department in relation to the Business Units key KPI's.

Service Delivery Manager**Sept '05 to Aug '06**

Air International Thermal Systems, Melbourne

Global provider of Heating Vehicle Air-conditioning (HVAC) systems; developing a complete integrated system including sophisticated electronic controls. A subsidiary of JP Morgan Investment Bank, their clients include General Motors, Mazda and Ford.

Objective:

- Manage and maintain a project to deliver new capabilities in infrastructure, and ERP / PDM and PLM software which will improve service to key strategic clients; ensuring SLA's are achieved and that the IT Infrastructure meets business / internal user needs.
- Oversee client projects; serving as subject matter expert and analyst to define, implement, manage and maintain contracts.

MANAGER, Network & Asset Systems**Apr '05 to Sept '05**

Singapore Power Industries, Melbourne

Key players in the energy supply industry of Victoria; delivering a full range of energy-related products and services to industrial and domestic customers. An ASX-listed company, Singapore Power Industries (SP AusNet) formed as a result of a merger between SPI Powernet and Texas Utilities.

Objective:

Managed 24x7 availability and maintenance of 27 application systems and services for the overall running of the transmission and distribution networks; comprising control systems (SCADA), geographic information systems, outage management and ERP systems (Maximo).

TEAM LEADER & Technical Lead, Network Management**Mar '01 to Apr '05**

Texas Utilities (TXU), Melbourne – Energy Retailer

Owners of Eastern Energy, providing distribution and retailing gas and electricity to 1 million plus customers in Victoria.

Objective:

Provide 24*7 support to the Network Operations Control Centre for all IT systems from outage management to continuous improvement of the required systems.

Cleve Schupp

Summary

A versatile senior marketing leader, marketing strategist, and people leader. I use the skills and experiences I have developed across tech, renewables, banking, and energy to further build and grow businesses by achieving creative customer focused and engaging projects through leading collaborative and motivated teams.

Experience

Head of Marketing & Communications (Global) & Consumer Sales (APAC)

TESLA

June 2016 - current role

I lead a team responsible for the Tesla brand all external marketing and customer communications for our consumer and commercial energy business. I have developed a high performing team and culture to launch, develop and grow markets via multiple channels that supports brand awareness, product engagement and customer loyalty. Leading the marketing globally for all energy products, I launch new products, develop lead generation campaigns, customer communications, create globally recognized events and develop ongoing content that builds stronger customer relationships.

I am passionate about developing unique customer-oriented campaigns that inspire, educate and entertain while also providing ongoing value to the business. Central to this is the sharing of unique customer stories via video, photography and creative content across social channels and traditional marketing platforms.

Head of Digital, Brand & Customer Communications

AGL Energy

October 2015 - June 2016

Leading the Digital, Brand, Communications, & Campaign Marketing with 33 FTE, I managed all campaigns and communication including concept development, approvals, and performance²⁸. We achieved outstanding metrics across acquisition, cross sell, win back, servicing,

engagement, brand and product while also driving value.

Manager – Campaign Marketing

AGL Energy

September 2014 - September 2015

The leadership of retention, acquisition, loyalty, cross sell and valued add external and internal campaign success. This included the management of a team of marketers, managing the relationships with external agencies, engagement with sales and service channels, and ensuring that internal stakeholders needs and targets were achieved.

Manager – Customer Retention & Loyalty

AGL Energy

July 2013 - September 2014

Leading a team of 38 FTE to develop, implement and enhance customer retention and loyalty programs, initiatives and campaigns to increase customer retention, tenure, value, and cross sell

Marketing CRM Strategic Partner – Personal Bank

National Australia Bank - NAB August 2010 - July 2013

Leading a team of 9 segment based Campaign Change and Communication Managers across Personal Bank; Small Business, Contact Centre's, Retail Branches, Wealth, Digital, and Brokers

Senior National CRM Consultant National Australia

Bank - NAB July 2009 - August 2010

Working with senior leaders to build their understanding and belief in the value of acting on insights and customer triggers via CRM insights, opportunities, and tools across all states by leading a team of 5 Campaign Change and Communications managers in each state.

Attachment D-6 Staffing and Customer Support

Tesla Energy Ventures, LLC is a whole owned subsidiary of Tesla Energy Operations, Inc., which is a wholly owned subsidiary of Tesla, Inc. Tesla, Inc. employs personnel and shares personnel with Tesla Energy Ventures, LLC. Tesla Energy Ventures, LLC will leverage the support, staffing, engineering, accounting, and IT systems of Tesla Energy Operations, Inc. to ensure that adequate staffing and customer support needs are met. The core aspects of adequate staffing and customer support are described in further detail below.

Customer Acquisition

The applicant will rely on the Tesla mobile application and the Tesla website to execute on its customer acquisition strategy. Specifically, the applicant will target its existing customers that own Tesla products and market the retail offer to customers through the mobile application and Tesla website. In addition to the Tesla mobile application and Tesla website, the applicant's existing "Tesla Energy Customer Support" organization will be trained to provide support and guidance to customers in customer acquisition efforts.

Customer Support

The applicant currently staffs the Tesla Energy Customer Support organization. Tesla Energy Customer Support employs a support operations center that is available 24 hours a day, and 7 days a week to provide support to owners of Tesla Energy products like Tesla's residential solar and battery systems. This support team will be tasked and trained to provide support and respond to customer inquiries and questions in relation to the applicant's retail operations. All customer interactions are maintained and tracked within a proprietary customer relationship management platform that all Tesla Energy Customer Support representatives can access at any time.

Scheduling and Forecasting

Scheduling will be managed by ENGIE Energy Marketing, NA, Inc. acting as the QSE. ENGIE Energy Marketing, NA, Inc. is a well-known and well respected supplier of electricity related services. Forecasting will be will managed by the applicant for the purposes of retailer operations. The applicant will leverage forecasting tools, capabilities, and knowledge already in place to support its utility-scale battery storage system in ERCOT as well as its retail offerings and virtual power plant programs operating today in places ranging from Australia, California, Vermont, Germany, and the United Kingdom.

Tesla Energy Ventures, LLC will meet all of the requirements of §25.107(g). Details on how it will meet the specified sections are below.

§§25.107(g)(1)(C) Compliance with all renewable energy portfolio standards in accordance with §25.173 of this title (relating to Goal for Renewable Energy)

The applicant is a wholly owned subsidiary of Tesla Energy Operations, Inc. Tesla Energy Operations, Inc. actively maintains a renewable energy credit trading desk that is prepared to buy and submit renewable energy credits on behalf of Tesla Energy Ventures, LLC in compliance with all renewable energy portfolio standards. Given its existing solar generation assets, Tesla generates its own renewable energy credits that are eligible in the state.

§§25.107 (G)The capability and effective procedures to be the primary point of contact for retail electric customer for distribution system service in accordance with applicable commission rules, including procedures for relaying outage reports to the TDU on a 24-hour basis.

The applicant will utilize its existing Tesla Energy Customer Support organization to provide support and service for retail electric customers for distribution system service. The Tesla Energy Customer Support organization will be the primary point of contact for retail electric customers and will be staffed and available 24 hours a day and 7 days a week. The Tesla Energy Customer Support organization will be able to relay outages to the TDU on a 24 hour basis. Tesla Energy Customer Support can be reached by phone or email. Currently the Tesla Energy Customer Support organization supports tens of thousands of customers with inquiries, questions, or technical support for Tesla energy products such as Tesla Powerwall and Tesla solar. The team has already established procedures and escalation paths in place to ensure timely action to customer inquiries. The Tesla Energy Customer Support organization will receive training on retail operations, procedures, and regulation to ensure adequate capability and effectiveness.

§§25.107 (H) A customer service plan that describes how the REP complies with the commission's customer protection and anti-discrimination rules.

The applicant will emphasize that all representatives and employees are obligated to comply with the information and standards that govern retail operations within the state. The applicant will ensure that all representatives and employees are properly trained to ensure that all customer protection and anti-discrimination rules are followed. The trainings will consist of written texts provided to the employee or representative as well as trainings provided initially to new employees or representatives and refresher sessions to all employees or representatives as needed. The training program will include the following at a minimum:

- Information and details on deregulated retail electricity with a focus on the applicant's role as a retailer and the roles of the transmission and distribution utilities;
- Information and knowledge on local state regulations and business best practices and guidelines for retailers operating in the state;
- Knowledge of all applicable consumer rights for customers;
- Information regarding anti-discrimination rules;
- Knowledge of applicable rules, laws, and regulations that govern retail operations within the state; and
- Information and training concerning all products and services that Tesla is offering within the state including rates, payment options, agreement terms, and applicable Tesla energy products.