



511 Schoolhouse Road, Suite 200
Kennett Square, PA 19348

888.565.5525
www.comverge.com

September 19, 2011

Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

Dear Sir/Madame:

Enclosed you will find the completed Conservation Service Provider application for Comverge, Inc. to be processed, along with a check in the amount of \$25 for the renewal fees.

If you have any questions or comments, please feel free to contact me directly.

Regards,

Eve M. Minner

Eve Minner
Executive Assistant
Comverge, Inc.

RECEIVED

SEP 20 2011

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Enclosures

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Comverge, Inc., d/b/a _____, for registration as a Conservation Service Provider ("CSP") in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

1. **IDENTITY OF THE APPLICANT:** The legal name, address, telephone number, FAX number and email address of the Applicant are:

Comverge, Inc
5390 Triangle Parkway
Suite 300
Norcross, GA 30092
678 823-6625
twoods@comverge.com
flacey@comverge.com
bswalwell@comverge.com
ghunt@comverge.com

Last Application was filed by:

Comverge, Inc
3950 Shackleford Road
Duluth, GA 30096
678 802-8317

Please identify any predecessor(s) of the Applicant and provide other names under which the Applicant has operated as a CSP within the preceding five (5) years, including name, address, and telephone number.

Initial Application was filed by:

Enerwise Global Services
511 Schoolhouse Road
Kennett Square, PA 19348

2. **CONTACT PERSON:** The name, title, address, telephone number, FAX number and email address of the person to whom questions about this Application should be addressed are:

Comverge, Inc.
511 Schoolhouse Road, Suite 200
Kennett Square, PA 19348
Frank Lacey
484 734-2206
610 444-8061
flacey@comverge.com

3. **REGISTERED AGENT:** If the Applicant does not maintain a principal office in the Commonwealth, the required name, address, telephone number and FAX number of the Applicant's Registered Agent in the Commonwealth are:

Corporation Services Company
2704 Commerce Drive
Harrisburg, PA 17110
(717) 526-4330

4. **FICTITIOUS NAME:** (select and complete appropriate statement)

The Applicant will be using a fictitious name or doing business as ("d/b/a"):

Provide proof of compliance with appropriate Pennsylvania Department of State filing requirements.

or

X The Applicant will not be using a fictitious name.

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:** (select and complete appropriate statement)

The Applicant is a sole proprietor.

If the Applicant is located outside the Commonwealth, provide proof of compliance with 15 Pa. C.S. §4124 relating to Department of State filing requirements.

or

The Applicant is a:

- domestic general partnership (*)
- domestic limited partnership (15 Pa. C.S. §8511)
- foreign general or limited partnership (15 Pa. C.S. §4124)
- domestic limited liability partnership (15 Pa. C.S. §8201)
- foreign limited liability general partnership (15 Pa. C.S. §8211)
- foreign limited liability limited partnership (15 Pa. C.S. §8211)

Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Please attach a copy of the proof of compliance to the Application.

Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.

* If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

or

The Applicant is a:

- domestic corporation (none)
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- foreign limited liability company (15 Pa. C.S. §8981)
- Other _____

Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Please attach a copy of the proof of compliance to the Application. Additionally, provide a copy of the Applicant's Articles of Incorporation.

Give name, title, telephone number and address of officers, partners or directors.

Comverge Principal Officers:

Blake Young
CEO and President
Comverge, Inc
5390 Triangle Parkway
Suite 300
Norcross, GA 30092
678 802-8324

Steve Moffitt, COO
Comverge, Inc
5390 Triangle Parkway
Suite 300
Norcross, GA 30092
678 823-6773

Matt Smith, General Counsel
Comverge, Inc
5390 Triangle Parkway
Suite 300
Norcross, GA 30092
678 823-6773

George Hunt
Senior Vice President C&I Sales
511 Schoolhouse Road
Kennett Square, PA 19348
484 734-2233

Brad Swalwell
Director Account Management
511 Schoolhouse Road
Kennett Square, PA 19348
484 734-2223

Arthur Vos
CTO
11001 West 120th Avenue
Suite 240
Broomfield, CO 80021
720 253-0262

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Application for Certificate of Authority
(15 Pa.C.S.)

- Foreign Business Corporation (§ 4124)
 Foreign Nonprofit Corporation (§ 6124)

Corporation Service Company
063535 - 005 KCI

Document will be returned to the name and address you enter to the left.
←

Commonwealth of Pennsylvania
CERTIFICATE OF AUTHORITY 3 Page(s)

Fee: \$250



T0919447015

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

1. The name of the corporation is:
COMVERGE, INC.

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.
The name which the corporation adopts for use in this Commonwealth is:

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: DELAWARE

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

120 Eagle Rock Avenue, Suite 190	East Hanover	NJ	07936
Number and street	City	State	Zip

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PA DEPT OF STATE

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o: Corporation Service Company				Dauphin

7. Check one of the following:

Business Corporation: The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

Nonprofit Corporation: The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof this 7th day of July, 2009.

COMVERGE, INC.
Name of Corporation

Matthew H. Smith
Signature

Matthew H. Smith, Secretary
Title

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "COMVERGE, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE EIGHTEENTH DAY OF APRIL, A.D. 2007, AT 9 O'CLOCK A.M.

RECEIVED

SEP 20 2011

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6944835

DATE: 10-31-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:53 AM 04/18/2007
FILED 09:00 AM 04/18/2007
SRV 070446506 - 2804600 FILE

**FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
COMVERGE, INC.**

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

COMVERGE, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

- FIRST:** The name of the Corporation is "Comverge, Inc."
- SECOND:** The original Certificate of Incorporation of the Corporation was filed in Office of the Secretary of State of the State of Delaware (the "Secretary of State") on October 6, 1997 under the name "Comverge Technologies, Inc."
- THIRD:** This Fifth Amended and Restated Certificate of Incorporation, which restates, integrates and further amends the Fourth Amended and Restated Certificate of Incorporation of the Corporation, as amended, was duly adopted in accordance with Sections 228, 242 and 245 of the DGCL.
- FOURTH:** This Fifth Amended and Restated Certificate of Incorporation shall become effective immediately upon its filing with the Secretary of State.
- FIFTH:** The Fourth Amended and Restated Certificate of Incorporation of the Corporation, as amended, is hereby amended and restated to read in its entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is "Comverge, Inc." (the "Corporation").

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, State of Delaware, 19808. The name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to engage in any and all lawful acts and activities for which corporations may be organized under the DGCL.

**ARTICLE IV
CAPITALIZATION**

Section 4.1 Authorized Capital.

(a) The total number of shares of capital stock that the Corporation shall have the authority to issue is 165,000,000 shares of capital stock, consisting of (i) 150,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock") and (ii) 15,000,000 shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

(b) Subject to the provisions of this Certificate of Incorporation and the Preferred Stock Designation (as defined below) creating any series of Preferred Stock, the Corporation may issue shares of its capital stock from time to time for such consideration (not less than the par value thereof) as may be fixed by the Board of Directors of the Corporation (the "Board of Directors"), which is expressly authorized to fix the same in its absolute discretion subject to the foregoing conditions. Shares so issued for which the consideration shall have been paid or delivered to the Corporation shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments in respect of such shares.

Section 4.2 Preferred Stock.

The Preferred Stock may be issued from time to time in one or more series. Authority is hereby expressly granted to and vested in the Board of Directors to authorize from time to time the issuance of Preferred Stock in one or more series. With respect to each series of Preferred Stock authorized by it, the Board of Directors shall be authorized, subject to the rights of any series of Preferred Stock then outstanding and the provisions of this Certificate of Incorporation, to establish by resolution or resolutions, and by filing a certificate pursuant to applicable law of the State of Delaware (the "Preferred Stock Designation"), the following to the fullest extent now or hereafter permitted by the DGCL:

- (i) the designation of such series;
- (ii) the number of shares to constitute such series;
- (iii) whether such series is to have voting rights (full, special or limited) or is to be without voting rights;
- (iv) if such series is to have voting rights, whether or not such series is to be entitled to vote as a separate class either alone or together with the holders of Common Stock or one or more other series of Preferred Stock;

(v) the preferences and relative, participating, optional, conversion or other special rights (if any) of such series and the qualifications, limitations or restrictions (if any) with respect to such series;

(vi) the redemption rights and price(s), if any, of such series, and whether or not the shares of such series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement and, if such retirement or sinking funds are to be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(vii) the dividend rights and preferences (if any) of such series, including, without limitation, (i) the rates of dividends payable thereon, (ii) the conditions upon which and the time when such dividends are payable, (iii) whether or not such dividends shall be cumulative or non-cumulative and, if cumulative, the date or dates from which such dividends shall accumulate and (iv) whether or not the payment of such dividends shall be preferred to the payment of dividends payable on Common Stock or any other series of Preferred Stock;

(viii) the preferences (if any), and the amounts thereof, which the holders of such series shall be entitled to receive upon the voluntary or involuntary liquidation, dissolution or winding-up of, or upon any distribution of the assets of, the Corporation;

(ix) whether or not the shares of such series, at the option of the Corporation or the holders thereof or upon the happening of any specified event, shall be convertible into or exchangeable for (i) shares of Common Stock, (ii) shares of any other series of Preferred Stock or (iii) any other stock or securities of the Corporation;

(x) if such series is to be convertible or exchangeable, the price or prices or ratio or ratios or rate or rates at which such conversion or exchange may be made and the terms and conditions (if any) upon which such price or prices or ratio or ratios or rate or rates may be adjusted; and

(xi) such other rights, powers and preferences with respect to such series as may to the Board of Directors seem advisable.

Any series of Preferred Stock may vary from any other series of Preferred Stock in any or all of the foregoing respects and in any other manner.

Section 4.3 Common Stock.

(a) The holders of shares of Common Stock shall be entitled to vote upon all matters submitted to a vote of holders of shares of Common Stock of the Corporation and shall be entitled to one vote for each share of Common Stock held. The number of authorized shares of Common Stock may be increased by the affirmative vote of holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b) of the DGCL.

(b) Subject to the prior rights and preferences (if any) applicable to shares of Preferred Stock of any series, the holders of shares of Common Stock shall be entitled to receive such

dividends (payable in cash, stock or otherwise) as may be declared thereon by the Board of Directors at any time and from time to time out of any funds of the Corporation legally available therefor.

(c) In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation and subject to the preferential or other rights (if any) of the holders of shares of the Preferred Stock in respect thereof, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them. For purposes of this paragraph (c), a liquidation, dissolution or winding-up of the Corporation shall not be deemed to be occasioned by or to include (i) any consolidation or merger of the Corporation with or into another corporation or other entity or (ii) a sale, lease, exchange or conveyance of all or a part of the assets of the Corporation.

(d) No holders of shares of capital stock of the Corporation shall have a preemptive right to purchase or subscribe for and receive shares of any class, or series thereof, of stock of the Corporation, whether now or hereafter authorized, or any warrants, options, bonds, debentures or other securities convertible into, exchangeable for or carrying any right to purchase any shares of any class, or series thereof, of capital stock of the Corporation.

(e) No stockholder of the Corporation entitled to vote at an election for directors may cumulate votes to which such stockholder is entitled.

ARTICLE V DIRECTORS

Section 5.1 Number and Term; Classified Board.

(a) The number of directors of the Corporation shall from time to time be fixed exclusively by the Board of Directors in accordance with, and subject to the limitations set forth in, the bylaws of the Corporation (the "Bylaws"); *provided, however,* that the Board of Directors shall at all times consist of a minimum of three (3) and a maximum of fifteen (15) members. In no case will a decrease in the number of directors shorten the term of any incumbent director, although such decrease may result in an inequality of the classes until the expiration of such term.

(b) The members of the Board of Directors shall be divided into three classes: Class I, Class II and Class III. Such classes shall be as nearly equal in number of directors as possible. Each director shall serve for a term ending on the third annual meeting of stockholders following the annual meeting of stockholders at which that director was elected; *provided, however,* that the directors first designated as Class I directors shall serve for a term expiring at the annual meeting of stockholders next following the date of their designation as Class I directors, the directors first designated as Class II directors shall serve for a term expiring at the second annual meeting of stockholders next following the date of their designation as Class II directors, and the directors first designated as Class III directors shall serve for a term expiring at

the third annual meeting of stockholders next following the date of their designation as Class III directors.

(c) In the event of any change in the authorized number of directors, each director then continuing to serve as such shall nevertheless continue as a director of the class of which he is a member until the expiration of his current term, or his prior death, resignation or removal. The Board of Directors shall specify the class to which a newly created directorship shall be allocated, which shall be done in a manner to achieve equality of number of directors among the classes.

(d) A director shall hold office until the annual meeting of stockholders of the Corporation in the year in which his term expires and until his successor shall be elected and qualified, subject, however, to prior death, resignation, retirement or removal from office. At each annual election, the directors chosen to succeed those whose terms then expire shall be of the same class as the directors they succeed, unless, by reason of any intervening changes in the authorized number of directors, the Board of Directors shall have designated one or more directorships whose term then expires as directorships of another class in order to more nearly achieve equality of number of directors among the classes.

(e) Except as required by law or the provisions of this Certificate of Incorporation, all vacancies on the Board of Directors and newly-created directorships shall be filled by the Board of Directors. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his predecessor.

(f) Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Certificate of Incorporation and any resolutions of the Board of Directors applicable thereto, and such directors so elected shall not be divided into classes pursuant to this Section 5.1.

Section 5.2 Limitation of Personal Liability.

To the fullest extent now or hereafter permitted by the DGCL, no person who is or was a director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Section 5.2 shall apply to or have any effect on the liability of any director for or with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE VI BYLAWS

The Board of Directors is expressly authorized and empowered to adopt, alter, amend or repeal the Bylaws but only by the affirmative vote of a majority of the number of directors then in office; *provided, however*, that no such action shall be taken at any special meeting of the Board of Directors unless notice of such action is contained in the notice of such special meeting. Stockholders shall have the power to alter, amend, expand or repeal the Bylaws but only by the

affirmative vote of the holders of not less than 66% in voting power of all outstanding shares of capital stock of the Corporation entitled to vote generally at an election of directors, voting together as a single class. An amendment of the Bylaws adopted by stockholders which specifies the votes that shall be necessary for the election of directors shall not be further amended or repealed by the Board of Directors.

ARTICLE VII ACTIONS AND MEETINGS OF STOCKHOLDERS

Section 7.1 No Action by Written Consent.

No action shall be taken by the stockholders except at an annual or special meeting of stockholders. Stockholders may not act by written consent in lieu of a meeting.

Section 7.2 Meetings.

(a) Meetings of the stockholders (whether annual or special) may only be called by the Board of Directors or by such officer or officers of the Corporation as the Board of Directors may from time to time authorize to call meetings of the stockholders. Stockholders shall not be entitled to call any meeting of stockholders or to require the Board of Directors or any officer or officers of the Corporation to call a meeting of stockholders except as otherwise expressly provided in the Preferred Stock Designation creating any series of Preferred Stock.

(b) Stockholders shall not be entitled to propose business for consideration at any meeting of stockholders except as otherwise expressly provided in the Bylaws or in the Preferred Stock Designation creating any series of Preferred Stock.

(c) Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice of such meeting. The person presiding at a meeting of stockholders may determine whether business has been properly brought before the meeting and, if the facts so warrant, such person may refuse to transact any business at such meeting which has not been properly brought before such meeting.

Section 7.3 Appointment and Removal of Officers.

The stockholders shall have no right or power to appoint or remove officers of the Corporation nor to abrogate the power of the Board of Directors to elect and remove officers of the Corporation. The stockholders shall have no power to appoint or remove directors as members of committees of the Board of Directors, establish qualifications for membership on committees, nor to abrogate the power of the Board of Directors to establish one or more such committees or the power of any such committee to exercise the powers and authority of the Board of Directors to the fullest extent permitted.

ARTICLE VIII INDEMNIFICATION; INSURANCE

Section 8.1 Indemnification of Directors and Officers.

The Corporation shall indemnify, to the fullest extent permitted by applicable law and pursuant to the Bylaws, each person who is or was a director or officer of the Corporation, and may indemnify each employee and agent of the Corporation and all other persons whom the Corporation is authorized to indemnify under the provisions of the DGCL, from and against all expenses, liabilities or other matters arising out of or in any way related to their status as such or their acts, omissions or services rendered in such capacities.

Section 8.2 Insurance.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

ARTICLE IX AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by applicable law, and all rights conferred upon stockholders, directors or any other persons by or pursuant to this Certificate of Incorporation are granted subject to this reservation. Notwithstanding the foregoing or any other provision of this Certificate of Incorporation or any provision of law that might otherwise permit a lesser or no vote, the provisions of this Article IX and of Article V, Article VI, Article VII and Article VIII may not be repealed or amended in any respect, and no provision inconsistent with any such provision or imposing cumulative voting in the election of directors may be added to this Certificate of Incorporation, unless such action is approved by the affirmative vote of the holders of not less than 66% in voting power of all outstanding shares of capital stock of the Corporation entitled to vote generally at an election of directors, voting together as a single class; *provided, however*, that any amendment or repeal of Section 5.2 or Article VIII of this Certificate of Incorporation shall not adversely affect any right or protection existing thereunder in respect of any act or omission occurring prior to such amendment or repeal; *provided, further*, that no Preferred Stock Designation shall be amended after the issuance of any shares of the Series of Preferred Stock created thereby, except in accordance with the terms of such Preferred Stock Designation and the requirements of applicable law.

IN WITNESS WHEREOF, this Fifth Amended and Restated Certificate of Incorporation has been executed for and on behalf and in the name of the Corporation by its duly authorized officer on April 18, 2007.

COMVERGE, INC.

By: Robert M. Chista
Name: Robert M. Chista
Title: Chairman of the Board, Chief Executive Officer, President and Director

The Applicant is incorporated in the state of Delaware.

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:** (select and complete appropriate statement)

Affiliate(s) of the Applicant doing business in Pennsylvania as a CSP or an electric distribution company ("EDC") are:

Give name and address of the affiliate(s).

7. **APPLICANT'S PRESENT OPERATIONS:** (select and complete the appropriate statement)

The Applicant is presently doing business in Pennsylvania as a **Conservation Service Provider.**

Describe nature of business.

Comverge works with Utilities, such as PECO, to run residential demand response (curtailment) services. We also work through the PJM Emergency Interruptible Load Reduction (EILR) and Demand Response (DR) and Synch Reserve Programs to bring lower costs and grid reliability to Pennsylvania rate payers.

or

The Applicant is not presently doing business in Pennsylvania.

8. **APPLICANT'S PROPOSED OPERATIONS**

Describe the type(s) of services that the Applicant is able to provide to an EDC, the EDCs the Applicant is able to serve, and the types of energy efficiency and conservation measures on which the Applicant can provide information and technical assistance to an EDC.

Comverge is able to provide Residential Demand Response programs to all utilities, and Commercial and Industrial demand response and synch reserve programs as part of the PJM Interconnect programs. We have been working with some utilities to offer PA Act 129 related commercial and industrial programs that would be in addition the existing PJM programs.

9. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix A to this application.

10. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application is currently under investigation for or has been convicted of a crime involving fraud, theft, larceny, deceit, violation of consumer protection law, violation of deceptive trade law or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last three (3) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

No Comverge employees are under investigation, and no Comverge employees have been convicted of a crime involving fraud, theft, larceny, deceit, violation of consumer protection law, violation of deceptive trade law or similar activity.

11. **DELINQUENCY:** State specifically whether the Applicant, an affiliate, or a predecessor of either is currently delinquent with any taxing authority in Pennsylvania.

Comverge is not delinquent with any taxing authority in Pennsylvania.

12. **BANKRUPTCY:** Identify all bankruptcy or liquidation proceedings for prior three years. Provide a statement as to the resolution or present status of any such proceedings.

Comverge has not been involved in bankruptcy or liquidation proceedings in the past three years.

13. **CUSTOMER COMPLAINTS:** Identify all customer complaints filed with a regulatory or prosecutory agency for prior three years. Provide a statement as to the resolution or present status of any complaints.

Comverge has not had customer complaints filed with a regulatory or prosecutor agency in the past three years.

14. **FINANCIAL RESPONSIBILITY:**

A. Applicant shall provide sufficient information to demonstrate financial responsibility commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- Organizational structure including parent, affiliated or subsidiary companies.

Comverge, Inc. is the company we operate under, and we do not have a Parent Company, and do not use subsidiaries.

- Published parent company financial and credit information.

Please see the enclosed 2009 and 2010 Comverge Annual Reports. Comverge Duns # :79-945-2883

- A description of the types and amounts of insurance carried by Applicant.

Please see attached Certificate of Insurance

B: Applicant must provide the following information:

- Identify Applicant's principal officers (owners, executives, partners and/or directors, as appropriate for organizational structure, including names, titles, business addresses, telephone numbers and their professional resumes.

Comverge Principal Officers:

**Blake Young
CEO and President
Comverge, Inc
5390 Triangle Parkway
Suite 300
Norcross, GA 30092
678 802-8324**

**Steve Moffitt, COO
Comverge, Inc
5390 Triangle Parkway
Suite 300
Norcross, GA 30092
678 823-6773**

**Matt Smith, General Counsel
Comverge, Inc
5390 Triangle Parkway
Suite 300**

Norcross, GA 30092
678 823-6773

George Hunt
Senior Vice President C&I Sales
511 Schoolhouse Road
Kennett Square, PA 19348
484 734-2233

Brad Swalwell
Director Account Management
511 Schoolhouse Road
Kennett Square, PA 19348
484 734-2223

Arthur Vos
CTO
11001 West 120th Avenue
Suite 240
Broomfield, CO 80021
720 253-0262

15. **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by electric utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- The identity of the Applicant's management directly responsible for operations, including names, titles, business addresses, telephone numbers and their professional resumes.

Steve Moffitt
Chief Operating Officer
Comverge, Inc
5390 Triangle Parkway
Suite 300
Norcross, GA 30092
678 823-6773

Greg Allarding
Chief Information Officer
Comverge, Inc
5390 Triangle Parkway
Suite 300
Norcross, GA 30092
678 823-6773

- Copies of any certification(s) or similar documentation that would demonstrate technical fitness, such as membership in a trade association.

16. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

17. **FEE:** The Applicant has enclosed the appropriate fee:

For an initial application the Applicant has enclosed the required fee of \$125 payable to the Commonwealth of Pennsylvania.

OR

X For a renewal application the Applicant has enclosed the required fee of \$25 payable to the Commonwealth of Pennsylvania.

Applicant: Comverge, Inc.

By: Frank Lacey

Title: Vice President, Regulatory Affairs

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R. Blake Young

President and Chief Executive Officer

Mr. Young was appointed as President and Chief Executive Officer of the Company on February 18, 2010. Mr. Young has served as a member of the Board since 2006 and will continue to serve as a non-independent director, but will no longer serve on the Board's presently constituted committees. Mr. Young previously served as chairman of the compensation committee and as a member of nominating and corporate governance committee of the Board. Mr. Young was the founder and Managing Partner of Cap2ity Consulting Group, a business, technology and management consulting group from June 2009 to February 2010. Previously, he served as Senior Vice President, Global IT & Technology for BG Group, a global energy company based in London from January 2007 to June 2009. Prior to that, Mr. Young held various senior management positions with Dynegy Inc., including Executive Vice President and Chief Administrative Officer as well as Executive Vice President & President of Global Technology from 1998 to 2005. He also served as President of Illinois Power Company, Dynegy's electric and gas transmission and distribution company. Prior to his eight years at Dynegy, Mr. Young served as Chief Information Officer of the US Grocery Division of Campbell Soup Company. Before that, Mr. Young had a 14-year career with Tenneco Energy, an integrated natural gas transporter and marketer, where he served in a number of senior administrative and commercial management positions, including Chief Information Officer and Executive Director of national accounts. Mr. Young received a Bachelor of Science degree from Louisiana State University.

STEVE MOFFITT

Chief Operating Officer

Mr. Moffitt joined Comverge with more than 20 years experience in the energy, utility and commodity trading business. Moffitt leads the engineering team and oversees the company's day-to-day operations, including network control, software and hardware engineering, measurement and verification and quality. He most recently served as vice president and regional CIO for BG Group, an international London-based energy company. Prior to BG Group, Mr. Moffitt was a managing director with UBS Investment Bank where he was responsible for global commodity trading technology that supported the energy, agriculture and metals trading business. Previously, he held several executive positions at Dynegy, Inc., including senior vice president and CIO. In this position Steve led Dynegy's technology architecture through one of the most aggressive expansion periods the energy industry has seen. Steve began his career in utility transmission, distribution and generation operations at Texas Utilities, Inc.

Greg Allarding

Mr. Allarding joined Comverge in 2010, and has overseen the rapid upgrade in Comverge IT infrastructure, from the addition of the Norcross data center to the relocation of the Network Operating Center (NOC) to our corporate headquarters in Norcross. Prior to joining Comverge, Mr. Allarding worked at Accenture for 16 years. His role there was in large projects, with over 11 years planning and managing complex system implementations, leading high performance technology teams; Focused on process improvement, implementation and operations methodology, and excellence in project management; Partnering with customers to drive business value; Leading people and process to deliver operational results and excellence in delivery.

George Hunt

Senior Vice President, Sales

As SVP of Sales, George Hunt brings over 24 years of extensive knowledge and experience in sales, marketing, engineering and operations. This blend of skills and experience provides a *unique perspective to existing and prospective customers of Comverge's Enerwise Group*. For the past 15 years, George has focused on sales and marketing of engineering and application service solutions to large commercial and industrial customers. This includes managing the Sales Organization for both the regulated and unregulated affiliates of a Fortune 500 company. His leadership led to customer related projects such as centralized heating and cooling, distributed generation, SCADA, performance contracts and energy efficiency projects, and over 100 MW of *peak avoidance*. *Most recently, he developed the Enerwise Group's channel strategy and has been successful in building its channel base with some of the largest Energy Service Providers and Utilities in North America*. In the first half of his career, he provided civil and structural engineering design and operational support to transmission, substation, and distribution design and implementation projects valuing over \$100 million over a nine-year period.

George is a graduate of Spring Garden College with a BS in Civil Engineering. He has attended numerous corporate and industry professional training programs.

David Mathieson

Executive Vice President and Chief Financial Officer

Mr. David Mathieson was appointed Executive Vice President and Chief Financial Officer of Comverge, Inc. (NASDAQ:COMV) on May 31, 2011. Mr. Mathieson served as Senior Vice President and Chief Financial Officer of RSC Holdings Inc. (NYSE:RRR), a leading North American equipment rental company, from January 2008 until May 2010. Mr. Mathieson served as Senior Vice President and Chief Financial Officer of Brady Corporation. (NYSE:BRC) a global leader in identification solutions from December 2003 to December 12, 2007 and joined Brady in 2001 as European Finance Director. Prior to joining Brady, Mr. Mathieson was Vice President and Chief Financial Officer of Honeywell Europe, Middle East and Africa, concluding a 20 year career with Honeywell International, a global technology company, which included positions in Scotland, Belgium, Denmark, England and the USA. Mr. Mathieson has been a director of Tennant Company (NYSE:TNC), a global manufacturer of cleaning equipment and floor coatings solutions, since 2006.

Mr. Mathieson is a Fellow of the Chartered Management Accountants Institute in the United Kingdom and studied for this qualification at Glasgow College of Commerce and Glasgow Caledonian University..

Brad Swalwell, CEM, CEP, BEP Director Account Management

Brad Swalwell has 26 years of business experience in the energy and chemical industries, particularly related to evaluating, developing, and implementing business strategies and related projects. As the Director of Account Management, Mr. Swalwell serves as the primary point of contact for major customers, ensuring smooth implementation of energy information system (EIS) projects and efficient day-to-day operations. Mr. Swalwell is a Certified Energy Manager (CEM) with expertise in energy consumption analysis, metering, SCADA systems, utility tariffs, commodity procurement, utility bill validation, and tenant utility billing, as well demand side management programs and performance contracting. His experience includes development of energy efficiency and EIS projects for utilities and energy service providers, as well as end use customers from universities, health care institutions, financial businesses, and insurance companies.

Mr. Swalwell holds a master's degree in business administration from Washington University in St. Louis and a bachelor's degree in economics from Davidson College.

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Matthew H. Smith

VP and General Counsel

Matthew H. Smith has served as Vice President, General Counsel and Secretary since January 1, 2008. Mr. Smith joined Comverge in January 2005 as Senior Counsel responsible for contract negotiations, intellectual property, litigation and corporate governance matters. Prior to joining Comverge, Mr. Smith worked for the law firm King & Spalding LLP from 2002 to January 2005 concentrating primarily on intellectual property and litigation matters. Mr. Smith began his legal career as a federal appellate court clerk for Judge H. Emory Widener, Jr. on the U.S. Court of Appeals for the Fourth Circuit. Mr. Smith obtained a B.A. in History and Psychology and a J.D. from the University of North Carolina, Chapel Hill.

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ARTHUR VOS, IV

Chief Technology Officer & Senior Vice President of Utility Sales

Arthur Vos joined Comverge in April 2003 as the Vice President of Development for our 6DiNET Group after the acquisition of Sixth Dimension, Inc. Mr. Vos was named Vice President, Marketing, Products and Strategy in 2004. As co-founder and Vice President of Sixth Dimension from 1997 to April 2003, Mr. Vos has been extensively involved in the electric utility industry for more than 12 years, including the development of demand response offerings based on real-time monitoring and control technology, strategic sales to electric utilities, and alliances and joint product and development offerings with partner companies. Mr. Vos obtained B.S. and M.S. degrees from Colorado State University with an emphasis in artificial intelligence, distributed control systems, manufacturing systems, and embedded system design.

CERTIFICATE OF LIABILITY INSURANCE

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER: J Smith Lanier & Co of Newnan, P. O. Box 71429, Newnan, GA 30271-1429, 770 683-1000. CONTACT NAME: Rachel Bulloch, PHONE: 770 683-1048, FAX: 770 683-1010, E-MAIL: rbulloch@jsmithlanier.com. INSURED: Comverge, Inc., 5390 Triangle Parkway, Suite 300, Norcross, GA 30092. INSURER(S) AFFORDING COVERAGE: Travelers Property Casualty Co., Charter Oak Fire, Travelers Indemnity Company, Travelers Casualty & Surety Co, National Union Fire Insurance C, Maxum Indemnity Company.

COVERAGES CERTIFICATE NUMBER: REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

Table with columns: INSR LTR, TYPE OF INSURANCE, ADDL SUBR INSR WVD, POLICY NUMBER, POLICY EFF (MM/DD/YYYY), POLICY EXP (MM/DD/YYYY), LIMITS. Rows include General Liability, Automobile Liability, Umbrella Liab, Workers Compensation and Employers' Liability, Leased Eqp, and Installation FI.

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

** Coverages Continued ** Insurer Letter: A Type of Insurance: Crime Policy Number: H6309167M474TIL10 (See Attached Descriptions)

CERTIFICATE HOLDER: *For Information Only. CANCELLATION: SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE: [Signature]

DESCRIPTIONS (Continued from Page 1)

Effective Date: 02/28/10 Expiration Date: 04/01/11 Limits: \$150,000 / \$5,000 Ded

Insurer Letter: E Type of Insurance: Miscellaneous Professional Liability Policy Number: 017666424

Effective Date: 04/13/2010 Expiration Date: 04/13/2011 Limits: \$1,000,000 / \$1,000,000

Insurere Letter: F Type of Insurance: Professional Liability (Engineering Services)

Policy Number: PFP6000009108 Effective Date: 04/13/2010 Expiration Date: 04/13/2011

Limits: \$3,000,000 / \$3,000,000

**** Insured Continued ****

Comverge, Inc.

6D Comverge, Inc.

Comverge Control Systems, LTD

Comverge Energy Management, Inc.

Comverge Energy Partners, LTD

Comverge Giant, Inc.

Comverge Utah, Inc.

Comverge Canada, Inc.

Enerwise Global Technologies, Inc.

Clean Power Markets, Inc.

Alternative Energy Resources, Inc.

Public Energy Solutions, LLC

Public Electric, Inc.

PES NY, LLC

Public Energy Solutions NY, LLC

AFFIDAVIT

[Commonwealth/State] of Pennsylvania :

ss.

County of Chester :

Frank Lacey, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the **Vice President, Regulatory Affairs** _ (Office of Affiant) of **Comverge, Inc.** _ (Name of Applicant);]

[That he/she is authorized to and does make this affidavit for said Applicant;]

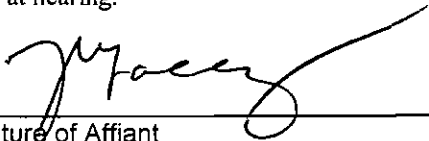
That the Applicant herein Frank Lacey has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be registered as a conservation service provider pursuant to Act 129 of 2008.

That the Applicant herein Frank Lacey has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein Frank Lacey acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

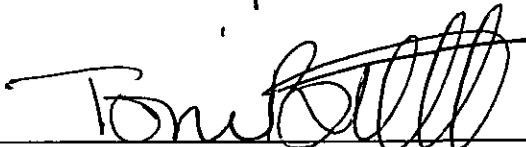
That the Applicant herein Frank Lacey acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.



Signature of Affiant

Sworn and subscribed before me this 19 day of Sept, 2011.



Signature of official administering oath

NOTARIAL SEAL
Toni Butcher, Notary Public
East Marlborough Twp., Chester County
My commission expires February 02, 2013

My commission expires 9-19-11

RECEIVED

SEP 20 2011

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

APPENDIX A

**COMMONWEALTH OF
PENNSYLVANIA
PUBLIC UTILITY COMMISSION**

**TAX CERTIFICATION
STATEMENT**

A completed Tax Certification Statement must accompany all applications for new registrations or renewals. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 8 1/2" x 11" paper. Type or print all information requested.

1. CORPORATE OR APPLICANT NAME Comverge, INC.	2. BUSINESS PHONE NO. (678 802-8350) CONTACT PERSON(S) FOR TAX ACCOUNTS: John Waterworth, Corporate Controller
------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------

3. TRADE/FICTITIOUS NAME (IF ANY)

4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE (ZIP)
5390 Triangle Parkway Suite 300 Norcross, GA 30092

5. TYPE OF ENTITY SOLE PROPRIETOR PARTNERSHIP x CORPORATION

8. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICER(S)

NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
Blake Young, CEO and President	_ _ _ - _ _ - _ _ _ _ _
Steve Moffitt, COO	_ _ _ - _ _ - _ _ _ _ _
David Mathieson, CFO	_ _ _ - _ _ - _ _ _ _ _
Matthew Smith, General Counsel	_ _ _ - _ _ - _ _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)

9. LIST THE FOLLOWING STATE TAX IDENTIFICATION NUMBERS. (ALL ITEMS: A, B, AND C MUST BE COMPLETED).

A. SALES TAX LICENSE (8 DIGITS) APPLICATION PENDING N/A 8 4 - 3 3 4 5 3 - 8 <input type="checkbox"/> x <input type="checkbox"/>	C. CORPORATE BOX NUMBER (7 DIGITS) APPLICATION PENDING N/A _ _ _ _ _ _ <input type="checkbox"/> <input type="checkbox"/>
B. EMPLOYER ID (EIN) (9 DIGITS) APPLICATION PENDING N/A 2 2 - 3 5 4 3 6 1 1 <input type="checkbox"/> x <input type="checkbox"/>	

10. Do you have PA employees either resident or non-resident? x YES NO

11. Do you own any assets or have an office in PA? x YES NO

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS

PA SALES AND USE TAX <u>John Waterworth</u>	EMPLOYER TAXES <u>John Waterworth</u>	CORPORATE TAXES <u>John Waterworth</u>
PHONE <u>678 802-8350</u>	PHONE <u>678 802-8350</u>	PHONE <u>678 802-8350</u>

You can contact the Pennsylvania Department of Revenue at the following numbers: (717) 787-1064 or TDD# (800) 447-3020 for further information about tax identification numbers!

From: (148) 473-4223
Eve Mimmer

Origin ID: BIGA



Converge
511 Schoolhouse Rd., Suite 200
Kennett Square, PA 19348

Ship Date: 19SEP11
ActWgt: 1.0 LB
CAD: 102716450/MET3180

Delivery Address Bar Code



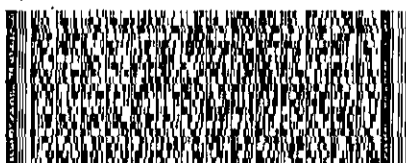
SHIP TO: (717) 783-5242
Secretary
PA PUC
400 NORTH ST
COMMONWEALTH KEYSTONE BUILDING
HARRISBURG, PA 17120

BILL SENDER

Ref #
Invoice #
PO #
Dept #

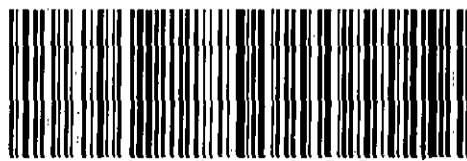
TUE - 20 SEP A1
STANDARD OVERNIGHT

TRK# 7952 0155 5620
0201



ZN MDTA

17120
PA-US
MDT



50F02/200.F0F4

After printing this label:
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2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

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