

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of KEMA, Inc. 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:

KEMA, Inc.
67 South Bedford Street, Suite 201E
Burlington, MA 01803

(P) 781-418-5803 (Direct) or 781-273-5700 (Main)
(F) 781-229-4867 (E) Jessica.Miller@dnvkema.com

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.

None

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:

KEMA, Inc.
Attn: Legal Department
67 South Bedford Street, Suite 201E
Burlington, MA 01803

(P) 781-418-5803
(F) 781-229-4867
(E) Jessica.Miller@dnvkema.com

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SECRETARY'S BUREAU

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:

C T Corporation System
116 Pine Street, Suite 320
Harrisburg, PA 17101
(P) 215-563-7750
(F) 215-563-7771

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

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:

foreign corporation (15 Pa. C.S. §4124)

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.

Hugo van Nispen, President, 120 East Liberty Dr., Suite 290, Wheaton, IL 60187, 630-480-3434
Xander van der Meijden, Treasurer, 67 South Bedford St., Suite 201E, Burlington, MA 01803, 781-273-5700
Gary Ciavola, Secretary, 67 South Bedford St., Suite 201E, Burlington, MA 01803, 781-273-5700

The Applicant is incorporated in the state of **Virginia**.

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:

KEMA Services, Inc.
67 South Bedford St., Suite 201E
Burlington, MA 01803

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 an **energy consultant**.

⁶⁰ KEMA Inc. recently completed a process evaluation in which Orange and Rockland was a cosponsor. We believe all of this work was solely related to their New York service area, although they have a narrow territory in Pike county, PA in which results might have been transferred.

8. **APPLICANT'S PROPOSED OPERATIONS**

KEMA Inc. provides a wide range of energy efficiency and energy conservation program planning and evaluation services to utilities throughout the United States. We help clients design new programs, identify how best to implement the programs, estimate the impacts of programs, and perform benefit cost analysis. We also evaluate programs (other than those that we implement), which provides us with ongoing opportunities to learn from the full spectrum of program services we offer. Key services we are interested in providing in Pennsylvania are:

- **Marketing Support.**
- **Program Design.**
- **Program Planning**
- **Program Evaluation**
- **M&V**
- **Benefit/ Cost Analysis**
- **Energy Efficiency Technical Analyses**
- **Energy Efficiency Economic Analyses**

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.

To our knowledge, none of the above listed are occurring.

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

KEMA, Inc. and its affiliates are compliant with its tax obligations 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.

None

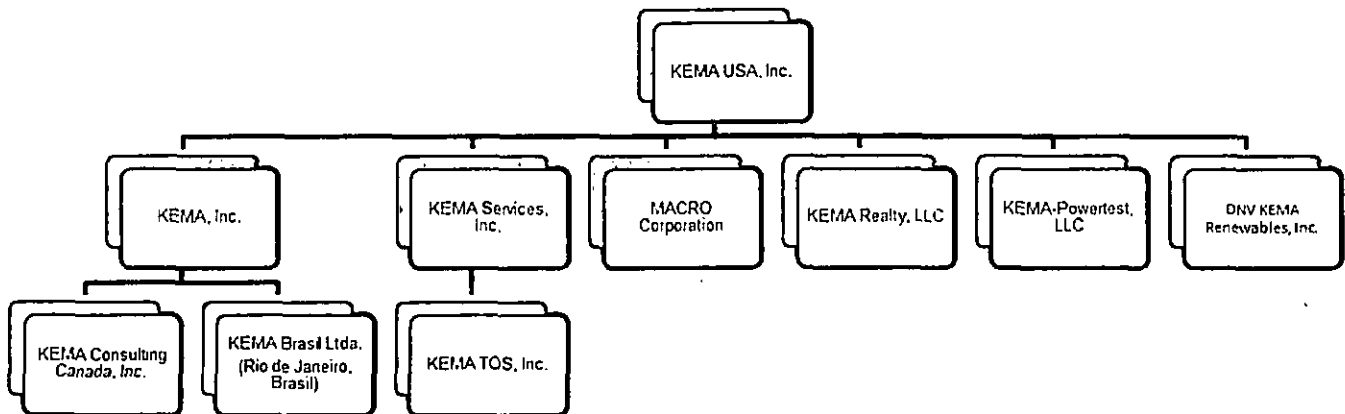
13. **CUSTOMER COMPLAINTS:** Identify all customer complaints filed with a regulatory or prosecutory agency for prior three years. Provide a statement as to the resolution or present status of any complaints.

To our knowledge, there have been no such complaints.

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.



- Published parent company financial and credit information.

See attached for excerpts from 2012 Annual Report

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

See attached for our 2012-2013 Master Insurance Certificates

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.

Hugo van Nispen, President/Director, 120 East Liberty Dr., Suite 290, Wheaton, IL 60187, 630-480-3434
Xander van der Meijden, Treasurer/Director, 67 South Bedford St., Suite 201E, Burlington, MA 01803,
781-273-5700
Gary Ciavola, Secretary, 67 South Bedford St., Suite 201E, Burlington, MA 01803, 781-273-5700

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.

Curt Puckett
Senior VP of Sustainable Use Services
2 Hyde Road
Clark Lake, MI 49234
517-529-6277

Curt Puckett has worked for over 34 years in the utility industry. Curt spent his early career with Consumers Energy, formerly Consumers Power Company located in Jackson, MI, in the areas of load research and energy efficiency/demand response evaluation. Curt was a key member of the DSM Working Group of the Michigan Electricity Options Study, 1986-87. He was actively involved in the development of the Company's demand-side management and integrated resource planning strategies, presenting expert testimony for the Company on these issues in Case No. U-9172 and Case No. U-8871.

In 1989, Curt started RLW Analytics with Dr. Roger L. Wright focusing on the growing need to evaluate the performance of energy efficiency and demand response programs using statistical techniques and engineering rigor. Curt began by establishing and managing the East Coast Operations with its primary office in Middletown, CT. In 2005, Curt was named President and Chief Executive Officer. During his tenure at RLW, Curt's primary focus has been on the design and implementation of utility load research, end-use metering, marketing, and energy efficiency evaluation projects. Curt was responsible for the Company's Load Research Service Bureau directed at providing design and analysis services to gas and electric utility clients. Recent emphasis in the area of load research project design has been the need to satisfy both the existing regulatory requirements and the anticipated requirements of the deregulated market. In addition, Curt helped develop innovative software applications including the SAS-based Load Research System that implements model-based statistical sampling (MBSS) sample design and interval load analysis techniques. In addition, Curt guided the development of Visualize-ITTM data visualization tool for analyzing and communicating whole premise and end-use load information. In 2009, KEMA, Inc. acquired RLW Analytics. As KEMA Inc.'s Senior Vice President of Sustainable Use Services (SUS) – Consulting, Curt is responsible for overseeing North America's Eastern operations which includes offices in Maine, Massachusetts, Connecticut, New York, Virginia, Michigan, Wisconsin, and Tennessee. SUS provides consulting services to policymakers and implementers, direct buyers of energy services, and the energy providers serving the energy and energy services market. The SUS business line aims to support KEMA Inc.'s initiatives across the energy value chain through consulting on energy and greenhouse gas management, distributed generation, sustainability strategy and certification, and smart grid opportunities; such as demand response, pricing, energy storage and energy information. Energy efficiency and demand response evaluation has been a cornerstone of the SUS business line. SUS combines a strong understanding of energy use behavior, energy technologies, and analytical expertise to plan, implement, and evaluate energy use policy and programs. Curt has a B.S. in Mathematics, Physics and Business Administration from Adrian College and post-graduate work from University of Michigan.

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

KEMA, Inc. has memberships in AESP, ACEE, NEEC Connecticut Chapter, Connecticut Business and Industry Association, American Statistical Association (no documentation for these memberships).

16. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds

Application Type: Initial Application

X Renewal- Provide Docket No. A-2009-2112095

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:

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

Applicant: _____

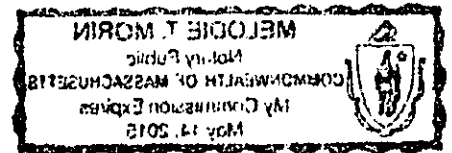
By: Xander van der Meijden on behalf of KEMA, Inc.

Title: Treasurer

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**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

Commonwealth of Massachusetts :

County of Middlesex :

Xander van der Meijden, Affiant, being duly affirmed according to law, deposes and says that:

He is the Treasurer of KEMA, Inc.;

That he is authorized to and does make this affidavit for said Applicant;

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

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

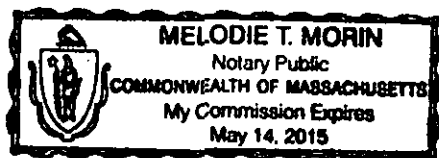
That the Applicant herein KEMA, Inc. acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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 12th day of July, 2013.





Signature of official administering oath

My commission expires May 14, 2015.

INCOME STATEMENT

STIFTELSEN DET NORSKE VERITAS 1 JANUARY – 31 DECEMBER / AMOUNTS IN NOK MILLION DET NORSKE VERITAS – GROUP

2012	2011	2010		NOTE	2012	2011	2010	
			OPERATING REVENUE					
0.5	0.0	0.0	Sales revenue		12 849.7	10 156.4	9 791.7	
0.5	0.0	0.0	Total operating revenue	3	12 849.7	10 156.4	9 791.7	
			OPERATING EXPENSES					
0.0	0.0	0.0	Payroll expenses	4, 6, 7	7 239.3	5 577.6	5 613.7	
0.0	0.0	0.0	Depreciation	14	235.6	149.5	155.4	
0.0	0.0	0.0	Amortisation and impairment	12, 13	179.3	63.5	44.3	
0.0	0.0	0.0	Other operating expenses	5	4 152.8	3 307.2	3 167.9	
0.5	0.0	0.0	Operating profit		1 042.6	1 058.5	810.4	
			FINANCIAL INCOME AND EXPENSES					
56.8	14.5	82.2	Financial income		129.5	90.5	135.7	
(0.1)	(17.7)	(0.1)	Financial expenses		(66.8)	(61.2)	(35.0)	
56.7	(3.2)	82.1	Net financial income (expenses)	8	62.6	29.3	100.7	
57.2	(3.2)	82.1	Profit (loss) before tax		1 105.2	1 087.7	911.1	
(32.0)	(29.9)	(21.4)	Tax expense	10	(386.3)	(357.6)	(298.3)	
25.2	(33.1)	60.7	Profit (loss) for the year		719.0	730.1	612.8	
			Of which:					
			Minority share		2.0	0.0	0.0	
			Majority share		717.0	730.1	612.8	
			Transferred to / (covered from)					
25.2	(33.1)	60.7	other equity					

BALANCE SHEET

STIFTELSEN DET NORSKE VERITAS

AS PER 31 DECEMBER / AMOUNTS IN NOK MILLION

DET NORSKE VERITAS – GROUP

2012	2011	2010		NOTE	2012	2011	2010
			ASSETS				
			FIXED ASSETS				
			Intangible fixed assets				
0.0	0.0	0.0	Deferred tax assets	10	430.1	585.1	233.3
0.0	0.0	0.0	Goodwill	12	952.1	88.7	114.4
0.0	0.0	0.0	Other intangible assets	13	385.6	15.9	12.9
0.0	0.0	0.0	Total intangible fixed assets		1 767.8	689.7	360.6
			Tangible fixed assets				
6.4	6.4	6.4	Land, buildings and other property		1 610.0	1 103.1	1 123.2
0.0	0.0	0.0	Office equipment, fixtures and fittings		512.2	315.8	344.9
6.4	6.4	6.4	Total tangible fixed assets	14	2 122.3	1 418.9	1 468.2
			Financial fixed assets				
10.2	10.1	10.1	Investments in subsidiaries	2	0.0	0.0	0.0
0.0	0.0	0.0	Investments in associates	16	14.1	0.0	0.0
0.0	0.0	0.3	Long-term shareholdings	15	36.8	15.7	22.6
0.0	0.0	0.0	Prepaid pension	7	50.0	0.0	126.1
0.0	0.0	0.3	Other long-term receivables	18	399.8	320.4	356.4
10.2	10.1	10.7	Total financial fixed assets		500.6	336.1	505.2
16.6	16.5	17.1	Total fixed assets		4 390.7	2 444.7	2 333.9
			CURRENT ASSETS				
			Debtors				
0.0	0.0	0.0	Trade debtors		2 624.2	2 212.3	2 060.1
0.0	0.0	0.0	Work in progress		1 369.3	893.7	771.6
0.0	0.0	0.0	Other debtors		455.4	358.4	377.5
0.0	0.0	0.0	Total debtors		4 448.8	3 464.4	3 209.3
0.0	591.2	782.6	Short-term financial investments		0.0	591.2	782.6
1 232.8	609.0	444.4	Cash and bank deposits	19	3 178.9	3 482.6	2 536.9
1 232.8	1 200.2	1 227.0	Total current assets		7 627.7	7 538.2	6 528.8
1 249.4	1 216.7	1 244.1	TOTAL ASSETS		12 018.4	9 982.9	8 862.7



STIFTELSEN DET NORSKE VERITAS

AS PER 31 DECEMBER / AMOUNTS IN NOK MILLION

DET NORSKE VERITAS - GROUP

2012	2011	2010		NOTE	2012	2011	2010	
			EQUITY AND LIABILITIES					
			EQUITY					
			Paid-in capital					
283.5	283.5	283.5	Foundation capital		283.5	283.5	283.5	
			Retained earnings					
929.8	904.6	937.7	Other equity		6 947.6	5 808.2	5 977.2	
0.0	0.0	0.0	Minority interests		4.5	0.0	0.0	
1 213.3	1 188.1	1 221.2	Total equity	22	7 235.5	6 091.7	6 260.7	
			LIABILITIES					
			Provisions					
0.0	0.0	0.0	Pension liabilities	7	186.2	1 076.2	141.7	
0.3	0.2	0.2	Deferred tax	10	226.4	16.5	17.1	
0.0	0.0	0.0	Other provisions	11	919.7	119.7	179.6	
0.3	0.2	0.2	Total provisions		1 332.3	1 212.3	338.4	
			Current liabilities					
4.4	0.0	0.0	Trade creditors		358.4	297.4	238.5	
31.4	28.4	22.7	Tax payable		269.4	293.0	271.7	
0.0	0.0	0.0	Public duties payable		387.2	301.5	277.5	
0.0	0.0	0.0	Other short-term liabilities	17	2 435.7	1 787.0	1 476.0	
35.8	28.4	22.7	Total current liabilities		3 450.6	2 678.9	2 263.6	
36.1	28.6	22.9	Total liabilities		4 782.8	3 891.2	2 602.0	
1 249.4	1 216.7	1 244.1	TOTAL EQUITY AND LIABILITIES		12 018.4	9 982.9	8 862.7	

THE BOARD OF DIRECTORS OF STIFTELSEN DET NORSKE VERITAS, HOVIK, 18 APRIL 2013

LEIF-ARNE LANGØY
CHAIRMAN

MORTEN ULSTEIN
VICE CHAIRMAN

C. THOMAS REHDER

YNGVE H. NØRK

HILDE TØNNE

FRANCES MORRIS-JONES

CHIEN WEI

ODD SUND

SILJE GRØTTHEIM

METTE BÅRDHOLTZ

HENRIK O. MADSEN
CHIEF EXECUTIVE OFFICER



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
07/10/2013

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 CHARTER INSURANCE AND CONSULTING, INC. P O BOX 421159 ATLANTA, GA 30342 404-256-7900 404-256-9257 FAX	CONTACT NAME: Kelly Vandiver	FAX (A/C, No): 404-256-9257	
	PHONE (A/C, No, Ext): 404-256-7900	E-MAIL ADDRESS: kvandiver@charterenergy.com	
INSURED KEMA, INC. ONE BURLINGTON BUSINESS CENTER 67 SOUTH BEDFORD STREET SUITE 201 EAST BURLINGTON, MA 01803	INSURER(S) AFFORDING COVERAGE		NAIC #
	INSURER A: Federal Insurance Company		20281
	INSURER B: National Union Fire Ins (Chartis)		19445
	INSURER C: Chubb Indemnity Insurance		12777
	INSURER D:		
	INSURER E: Great Northern Insurance Company		20303
INSURER F:			

COVERAGES CERTIFICATE NUMBER: 486363 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.

INSR LTR	TYPE OF INSURANCE	ADDL SUBR INSR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR GEN L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PROJECT <input type="checkbox"/> LOC					EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COM/OP AGG \$
E	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS		7357-14-79	10/31/2012	10/31/2013	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
B	UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$		BE 016695071	10/31/2012	10/31/2013	EACH OCCURRENCE \$ 1,000,000 AGGREGATE \$ 1,000,000
C A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below Y/N <input type="checkbox"/> N/A		7172-58-41 7172-58-42 (HI)	10/31/2012	10/31/2013	<input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTHER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
A	Property/Inland Marine		3595-87-37	10/31/2012	10/31/2013	\$7,750,000
E	International GL/EL International Auto		3576-81-38			\$1,000,000 EACH CLAIM/\$2M AGG \$1,000,000.CSI

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

Blanket AI and WOS are available for GL, Auto, and Umbrella. - Primary & Non-Contributory applies. Severability applies. As required in a written contract.
Blanket WOS is available for WC, as required in a written contract.
30 Days notice applies for all policies.

CERTIFICATE HOLDER MASTER CERTIFICATE 2012-13 Kema, Inc. FOR INFORMATION PURPOSES 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
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CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
03/27/2013

INSURED Det Norske Veritas (U.S.A.), Inc., DNV Columbus, Inc., ITGS, Inc., Det Norske Veritas Healthcare, Inc., DNV Petroleum Services, Inc., Det Norske Veritas Certification, Inc., Det Norske Veritas Classification (Americas), Inc., Det Norske Veritas Holding (U.S.A.), Inc., DNV KEMA Renewables, Inc., Benhke, Erdman and Whitaker Engineering, Inc. and Det Norske Veritas Canada Ltd Two Tomorrows (North America), Inc. (see attached for additional Named Insured entities)	INSURERS AFFORDING COVERAGE INSURER A: Lloyd's of London INSURER B: INSURER C: INSURER D:	NAIC # AA-1122000
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COVERAGES

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. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

NSR LTR	ADD'L NSRD	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS	
A	<input checked="" type="checkbox"/>	GENERAL LIABILITY CLAIMS MADE COMMERCIAL GENERAL LIABILITY INSURANCE AGGREGATE LIMIT APPLIES TO THE POLICY	PFBDC1200439	06/01/2012	06/01/2013	EACH OCCURRENCE	\$1,000,000
						DAMAGE TO RENTED PREMISES (Each occurrence)	\$1,000,000
						MED EXP (Any one person)	\$25,000
						PERSONAL & ADV INJURY	\$500,000
						GENERAL AGGREGATE	\$10,000,000
						PRODUCTS - COMP/OP AGG	\$10,000,000
A	<input checked="" type="checkbox"/>	PROFESSIONAL LIABILITY CLAIMS MADE AGGREGATE LIMIT APPLIES TO THE POLICY	PFBDC1200439	06/01/2012	06/01/2013	PER OCCURRENCE	\$1,000,000
						IN THE AGGREGATE	\$1,000,000
A	<input checked="" type="checkbox"/>	EXCESS AUTOMOBILE LIABILITY CLAIMS MADE EXCESS COVERAGE ONLY - THIS POLICY DOES NOT ATTACH BELOW \$5,000,000	PFBDC1200439	06/01/2012	06/01/2013	EACH OCCURRENCE	
						IN EXCESS OF UNDERLYING COVERAGE OF NOT LESS THAN	\$5,000,000

DESCRIPTION OF SCOPE OF INSURANCE:

Worldwide General and Professional Liability Insurance and Excess Automobile Insurance. Covering the Certificate Holder noted below as an Additional Insured if so required by contract but only for liability arising out of the work performed by the Insured and only to the extent that the Insured would be entitled to the protection of the Policy if a claim were made against the Insured.

CERTIFICATE HOLDER AND ADDITIONAL INSURED Certificate of Insurance for confirmation of insurance coverage only	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE INSURER AFFORDING COVERAGE WILL ENDEAVOR TO MAIL 30 DAYS (10 DAYS FOR FAILURE TO PAY PREMIUM) WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES. AUTHORIZED REPRESENTATIVE
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IMPORTANT

If the certificate holder is an **ADDITIONAL INSURED**, the policy(ies) must be endorsed. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

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).

In respect of Professional Liability, the additional insured status box on the previous page is not checked because additional insured status for Professional Liability does not automatically apply. Additional insured status for Professional Liability shall apply without the need for a change to this certificate but only if Professional Liability Additional Insured status is agreed upon in a written contract between the Insured and such other party prior to any claim.

DISCLAIMER

The Certificate of Insurance on the reverse side of this form does not constitute a contract between the issuing insurer(s), authorized representative or producer, and the certificate holder, nor does it affirmatively or negatively amend, extend or alter the coverage afforded by the policies listed thereon.

Det Norske Veritas (U.S.A.), Inc., DNV Columbus, Inc., ITGS, Inc., Det Norske Veritas Healthcare, Inc., DNV Petroleum Services, Inc., Det Norske Veritas Certification, Inc., Det Norske Veritas Classification (Americas), Inc., Det Norske Veritas Holding (U.S.A.), Inc., DNV KEMA Renewables, Inc., Benhke, Erdman and Whitaker Engineering, Inc. and Det Norske Veritas Canada Ltd., Two Tomorrows (North America), Inc.

Additional Named Insured entities.:

KEMA USA, Inc.
KEMA, Inc.
KEMA Services, Inc.
Macro Corporation
KEMA TOS, Inc.
KEMA-Realty LLC
KEMA-Powertest, LLC
KEMA Consulting Canada, Ltd.
KEMA Brasil, Ltda.

Language included in the policy wording:

Blanket Additional Insured – Clients and Lessors with Blanket Waiver of Subrogation as required by written contract.

Blanket Additional Insured - Primary and non-contributing coverage as required by written contract

Blanket Additional Insured – Severability as required by written contract

Blanket Additional Insured – Cross liability as required by written contract

Cancellation Provision - 30 day/10 day for non-pay

See attached Additional Insured Endorsement for the terms applicable to the Additional Insured.

ADDITIONAL INSURED ENDORSEMENT

Attaching to Policy Number: PFDBC1200439

Additional Insured: Certificate Holder from page 1 deemed inserted here.

Additional Insured Provisions:

In accordance with the conditions precedent and exclusions below, the General Liability coverage afforded by this Policy is extended as set forth in this Endorsement to the *Additional Insured* noted above for any *Claim* that:

- (i) arises solely out of the *Insured's Business Activities* performed by or on behalf of such *Additional Insured* to the extent that the *Insured* would be entitled to the protection of this Policy if a *Claim* were made against the *Insured*, and
- (ii) is instigated and continued totally independent of, and totally without the solicitation of, or assistance of, or active participation of, or intervention of the *Insured*.

The *Underwriters* will pay amounts the *Additional Insured* is legally required to pay to compensate others for Loss resulting from the *Insured's Business Activities* or those of another for whom the *Insured* is legally responsible.

Any coverage maintained by the *Additional Insured* shall be in excess of this insurance and shall not be called upon to contribute with it.

The *Additional Insured* shall not by reason of their inclusion in this Endorsement incur liability to the *Underwriters* for payment of premiums for such Insurance.

The *Underwriters* agree to waive rights of subrogation against the *Additional Insured* to the extent that such waiver is agreed upon in a written contract between the *Insured* and the *Additional Insured* prior to any *Claim*.

Conditions precedent to this cover:

1. The *Claim* must solely arise from the *Insured's Business Activities*;
2. Any *claim* arising from the *Insured's Business Activities* must be first made against the *Additional Insured* during the *Period of Insurance*. The *Additional Insured* shall provide the *Underwriters* with written notice of such *Claim* as soon as is practicable in accordance with the Notice of Claim provision below;
3. The *Underwriters* agree to defend and contest any *Claim* made against the *Additional Insured* and to bear the *Defence Costs* thereof arising from the *Insured's Business Activities*;
4. In regard to *Claims* made under this Policy involving the *Additional Insured*, the *Additional Insured* will at its own cost: (i) render all reasonable assistance to the *Underwriters* and co-operate in the defence of any *Claim* and the assertion of indemnification and contribution rights; (ii) use due diligence and do and concur in doing all things reasonably practicable to avoid or diminish any loss under this Policy; (iii) give such information and assistance to the *Underwriters* as they may reasonably require to enable it to investigate any loss or determine liability under this Policy; and
5. In regard to *Claims* made under this policy involving the *Additional Insured*, no *Additional Insured* shall admit or assume any liability, enter into any settlement agreement, consent to any judgment, or incur any *Defence Costs* without the prior written consent of the *Underwriters*. Only those settlements, judgments and *Defence Costs* consented to by the *Underwriters*, and judgments resulting from *Claims* defended in accordance with this policy, shall be recoverable as loss under this Policy. The *Underwriters'* consent shall not be unreasonably withheld, provided that the *Underwriters* shall be entitled to exercise all of their rights under this Policy.

Exclusions: This Endorsement will not respond to any *Claim* directly or indirectly caused by, based on, for or arising out of:

- a. the *Additional Insured's* dishonest, fraudulent, criminal, reckless, intentional, or malicious acts, errors or omissions; or
- b. the actual or alleged intentional non-performance or default of any of the *Additional Insured's* contractual obligations.

No Amendments: This Endorsement and any rights under it cannot be assigned or amended without the prior written consent of the *Underwriters*.

Notice of Claim: The *Additional Insured* shall give written notice of any *Claim* made against them as soon as practicable at any time during the *Period of Insurance* and in any event, within 30 days after the end of the *Period of Insurance*, as long as such *Claim* is reported no later than 30 days after the date such *Claim* was first made against the *Additional Insured*.

Notice shall be deemed to have been properly made if received in writing by:

Integro Insurance Brokers
100 Leadenhall Street
London EC3A3BP

If, during the *Period of Insurance*, written notice of a *Claim* against the *Additional Insured* has been given to the *Underwriters* pursuant to the terms and conditions of this Policy, then any *Claim* arising out of, based upon or attributable to the facts alleged in the *Claim* previously notified to the *Underwriters*, which is the same as or related to any act alleged in the previously notified *Claim*, shall be considered made against the *Additional Insured* and reported to the *Underwriters* at the time the first notice was given.

If, during the *Period of insurance*, the *Additional Insured* shall become aware of any circumstance which may reasonably be expected to give rise to a *Claim* being made against the *Insured* or the *Additional Insured* and shall give written notice to the *Underwriters* of the circumstance and the reasons for anticipating a *Claim* with full particulars as to dates and persons involved, then any *Claim* which is subsequently made against the *Insured* or the *Additional Insured* and reported to the *Underwriters* arising out of, based upon or attributable to such circumstance or alleging any act which is the same as or related to any act alleged or contained in such circumstance shall be considered made against the *Insured* or the *Additional Insured* and reported to the *Underwriters* at the time the notice of such circumstance was first given.

Geographical Scope: Worldwide

Sum Insured: The Limit of Liability applicable to the *Additional Insured* shall not exceed the amount shown on page 1 of the Certificate to which this Endorsement is attached.

The inclusion of one or more *Additional Insureds* under this Policy shall not increase the Limit of Liability of this Policy in any manner.

Definitions applicable to this Endorsement:

Additional Insured means the entity noted on Page 1 of the Certificate to which this Endorsement is attached.

Claim means:

- (i) any suit or proceeding brought by any person or organisation against the *Insured* or an *Additional Insured* for monetary damages or other relief, including non-pecuniary relief
- (ii) any oral or written demand from any person or organisation that it is the intention of the person or organisation to hold the *Insured* or the *Additional Insured* responsible for any liability arising out of the operations of the *Insured*
- (iii) any criminal prosecution brought against the *Insured* or the *Additional Insured*, resulting from an unintentional criminal act by the *Insured*
- (iv) any official investigations, inquiries or other proceedings commissioned by any regulatory body or official institution in connection with the operations of the *Insured*
- (v) any *Claim* or *Claims* arising out of, based upon or attributable to the same originating cause, operation and/or act shall be considered to be a single *Claim* for the purposes of this Policy

Defence Costs means those costs, charges and expenses incurred in connection with the investigation, adjustment, defence or appeal of a *Claim* arising out of the *Business Activities* of the *Insured*.

Insured means The Foundation Det Norske Veritas and all subsidiaries of any of the above and any branch, division, sector, region, product group or other internal structure thereof.

Insured's Business Activities means the services offered by the *Insured* and stated in the material information and/or particulars supplied to the *Underwriters* prior to the inception of this Policy.

Period of Insurance means 12 months from 1st June 2012 to 1st June 2013.

Professional Services Liability means liability arising out of a negligent act, error or omission in rendering or failing to render *Professional Services* by the *Insured*.

Professional Services means services provided by the *Insured* for a fee.

Underwriters means various according to the Schedule of the policy to which this Endorsement is attached.

All other terms, clauses and conditions remain unchanged.

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JULY 10, 2013

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

KEMA, Inc.

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct

copy of

- 1 CERTIFICATE OF AUTHORITY filed on September 9, 1991
- 2 CHANGE OF REGISTERED AGENT - Domestic filed on November 19, 1993
- 3 AMENDED CERT. OF AUTHORITY--BUSINESS Foreign filed on May 13, 2009

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Carol Aichele

Secretary of the Commonwealth

APPLICATION FOR CERTIFICATE OF AUTHORITY

PLEASE INDICATE (CHECK ONE) TYPE OF CORPORATION
 FOREIGN BUSINESS CORPORATION
 FOREIGN NONPROFIT CORPORATION
 FOREIGN PROFESSIONAL CORPORATION
 Enter Board License No.

DEPARTMENT OF STATE
 CORPORATION BUREAU
 303 NORTH OFFICE BUILDING
 HARRISBURG, PA 17120

1 NAME OF CORPORATION ECC, INC.				FEE \$150.00
2 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE) CT Corporation System, Oliver Building, Mellon Square				
3 CITY Pittsburgh	COUNTY	STATE PA	ZIP CODE 15222	

STATE THE BUSINESS PROPOSED TO BE DONE WITHIN THE COMMONWEALTH

The purpose of this corporation is to provide to utilities, industrial, and commercial parties consulting and supervisory services with respect to control systems planning, specification, implementation and commissioning; to provide software services to utility, industrial, and commercial parties, and system vendors; and to provide control systems for real time control and supervision of equipment and systems, processes and other related off-line and study functions; and, further, to engage in any other lawful act or activity for which a corporation organized under the laws of Virginia is permitted.

This is a Limited Certificate of Authority for the sole purpose of qualifying to register the fictitious name of: **ENERGY AND CONTROL CONSULTANTS.**

THIS BUSINESS IS AUTHORIZED BY THE CORPORATION'S ARTICLES.

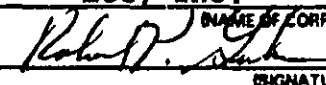
4 The corporation is a corporation incorporated for a purpose ~~(not)~~ involving pecuniary profit, incidental or otherwise to its shareholders. (Strike-out if not applicable)

5 NAME WHICH CORPORATION ADOPTS FOR USE IN THIS COMMONWEALTH ECC, Inc.		6 STATE OR COUNTRY OF INCORPORATION Commonwealth of Virginia	
7 THE ADDRESS OF ITS PRINCIPAL OFFICE IN ITS STATE OR COUNTRY OF INCORPORATION			
NUMBER AND STREET 4400 Fair Lakes Court, Suite 101	CITY Fairfax	STATE VA	ZIP CODE 22033


IN TESTIMONY WHEREOF, the undersigned corporation has caused this application to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 24th day of July 19 91

(CORPORATE SEAL)

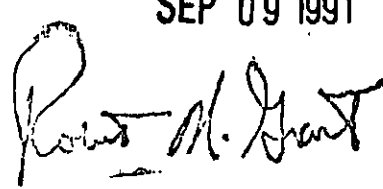
By:

ECC, Inc.
 (NAME OF CORPORATION)

 (SIGNATURE)
Robert P. Guberman
 (TITLE: PRESIDENT, VICE PRESIDENT, ETC.)
Sr. Vice President and CFO

Attest:


 (SIGNATURE)
Herman Amelink, Secretary and CEO
 (TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

— FOR OFFICE USE ONLY —

FILED SEP 09 1991 	002 CODE	003 REV BOX	SEQUENTIAL NO.	100 MICROFILM NUMBER
	REVIEWED BY	004 SIC	AMOUNT	001 IDENTIFICATION NUMBER 2013212
	DATE APPROVED		5	LOG IN AUG 05 1991
	DATE REJECTED	CERTIFY TO <input type="checkbox"/> REV. <input type="checkbox"/> L&I <input type="checkbox"/> OTHER	INPUT BY	LOG IN (REFILE)
MAILED BY DATE		VERIFIED BY	LOG OUT	LOG OUT (REFILE)

Microfilm Number _____

Filed with the Department of State on

NOV 19 1993

Entity Number

2043212

[Signature]

Secretary of the Commonwealth

STATEMENT OF CHANGE OF REGISTERED OFFICE BY AGENT

DSCB:15-108 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 108 (relating to change in location or status of registered office provided by agent), the undersigned person who maintains the registered office of an association and who desires to change the following with respect to such agency hereby states that:

1. The name of the association represented by the undersigned person is: _____
ECC, INC.

2. The address of the present registered office in this Commonwealth of the above-named association is:
c/o C T Corporation System, Oliver Bldg., Mellon Square, Pittsburgh, Pa. 15222 Allegheny
Number and Street City State Zip County

3. (If the registered office address is to be changed, complete the following):
The registered office in this Commonwealth of the above-named association shall be provided by:
c/o C T Corporation System, Allegheny County
as a commercial registered office provider

4. The name of the person in care of the foregoing office is: N/A
The person named immediately above this paragraph has been designated in fact as the agent in care of the registered office in the Commonwealth of Pennsylvania of the association named in paragraph 1 of this statement.

5. (Check one or more of the following, as appropriate):
 This statement reflects a change in the name of the agent.
 The change in registered office set forth in this statement reflects the removal of the place of business of the agent to a new location.
 The status of the agent as the provider of the registered office of the above-named association has been terminated.

IN TESTIMONY WHEREOF, the undersigned person has caused this Statement of Change of Registered Office by Agent to be signed this 15th day of November, 19 93.

C T CORPORATION SYSTEM
BY: Kenneth J. Uva
Kenneth J. Uva
TITLE: Vice-President

PA Dept of State
NOV 19 93

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Application for Amended Certificate of Authority

**Foreign Corporation
(15 Pa.C.S.)**

- Foreign Business Corporation (§ 4126)
- Foreign Nonprofit Corporation (§ 6126)

Name Melodie Morin		
Address 67 South Bedford Street, Suite 201 East		
City Burlington, MA	State MA	Zip Code 01803

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

Commonwealth of Pennsylvania
AMENDED CERT. OF AUTHORITY--BUSINESS Foreign 3 Page(s)

Fee: \$250



In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned foreign corporation, desiring to receive an amended certificate of authority, hereby states that:

1. The name under which the corporation currently holds a certificate of authority to do business within the Commonwealth of Pennsylvania is:
ECC, Inc.

2. The name of the jurisdiction under the laws of which the corporation is incorporated is: **Virginia**

3. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:
67 South Bedford Street, Suite 201E Burlington, MA 01803

Number and Street	City	State	Zip
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4. The (a) address of this corporation's 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
116 Pine Street, 3rd Floor, Suite 320, Harrisburg, PA 17101				
(b) Name of Commercial Registered Office Provider c/o: CT Corporation System, Dauphin County				County

Check if applicable:
 The foregoing reflects a change in Pennsylvania registered office.

PA DEPT. OF STATE

MAY 19 2009

PA DEPT. OF STATE

DSCB:15-4126/6126-2

5. The corporation desires that its certificate of authority be amended to change the name under which it is authorized to transact business in the Commonwealth of Pennsylvania to:

KEMA, Inc.

6. If the name set forth in Paragraph 5 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).

7. Check one of the following:

- The change of name reflects a change effected in the jurisdiction of incorporation
- Documents complying with the applicable provisions of 15 Pa.C.S. § 4123(b) or 6123(b) (relating to exception; name) accompany this application.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for an Amended Certificate of Authority to be signed by a duly authorized officer thereof this

7th day of May

2009

KEMA, Inc.

Name of Corporation

John P. [Signature]

Signature

CFO

Title

From: (781) 273-5700
Mailroom Burlington Office
KEMA
67 S BEDFORD ST
SUITE 201E
BURLINGTON, MA 01803

Origin ID: BEDA



J13111302120326

Ship Date: 12JUL13
ActWgt: 1.0 LB
CAD: 102881086/INET3370

Delivery Address Bar Code



SHIP TO: (781) 418-5803

BILL SENDER

Secretary
PA Public Utilities Commission
400 NORTH ST
COMMONWEALTH KEYSTONE BUILDING
HARRISBURG, PA 17120

Ref # 20200240.226
Invoice #
PO #
Dept #

MON - 15 JUL 10:30A
PRIORITY OVERNIGHT

TRK# 7962 1930 4334
0201

SH MDTA

17120
PA-US
MDT

