



Control Number: 50723



Item Number: 11

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



AGGREGATOR REGISTRATION FORM
For the Texas Retail Electric Market

PROJECT NO. 50723 (Assigned by Central Records when registration is initially filed)

Registering Party:

Vassar Group Inc DBA Dawn Energy Consulting

Authorized Representative or Attorney to contact about this application:

NAME: Claele Smith TITLE: Owner
ADDRESS: 5706 E. Mockingbird Ln. Ste 115 Dallas, TX 75206
TELEPHONE: 214-240-5311 FAX: 214-206-9123
EMAIL ADDRESS: claele@dawnenergyconsulting.com

Agent for Service of Process:

NAME: Claele Smith TITLE: Owner
ADDRESS: 5706 E. Mockingbird Ln. Ste 115 Dallas, TX 75206
TELEPHONE: 214-240-5311 FAX: 214-206-9123
EMAIL ADDRESS: claele@dawnenergyconsulting.com

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

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

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

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

PART A – GENERAL INFORMATION

APPLICABLE TO ALL REGISTERING PARTIES

1. **Legal Name of Registering Party:** Vassar Group Inc DBA Dawn Energy Consulting.

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

- ☒ **Person**
☐ **Political subdivision**
☐ **Political subdivision corporation**

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

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

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

Will not be operating under any other names

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

5706 E. Mockingbird Ln. Ste 115 Dallas, TX 75206

214-240-5311 - Phone

214-240-9123 - Fax

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

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

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

Claele Smith 214-240-5311

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

Claele Smith

214-240-5311 - Phone

214-240-9123 - Fax

claele@dawnenergyconsulting.com

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

RESIDENTIAL COMMERCIAL INDUSTRIAL MUNICIPALITIES POLITICAL SUBDIVISIONS

Please provide further detail regarding the classes you have selected:

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

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PART B – TECHNICAL AND CUSTOMER PROTECTION INFORMATION

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

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

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

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

PART C – FINANCIAL RESOURCE INFORMATION

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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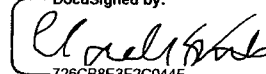
AFFIDAVIT

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

Check one of the following boxes:

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

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

DocuSigned by:

726CB8E3F2C044F

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

Claele Smith

Printed Name

Vassar Group Inc DBA Dawn Energy Consulting

Name of Registering Party

Sworn and subscribed before me this 19th day of May, 2020.
Month Year

Notary Public

Attachment A - Officers

- Claele Smith
 - 214-240-5311
 - 5706 E. Mockingbird Ln. Ste 115 Dallas, TX 75206

Attachment B

7. Affiliates

- There are no affiliates or subsidiaries to report.

1. STANDARD REGISTRATION. To exercise the Standard Registration option, check the box at left and provide as **Attachment C** the following additional information:

(a) Texas Secretary of State records. Any applicable information on file with the Texas Secretary of State, such as copies of the registering party's endorsed certificate of incorporation certified by the Texas Secretary of State, the registering party's certificate of good standing, or other business registration on file with the Texas Secretary of State. Include any information under d/b/a (doing-business-as) names.

- PUC Broker Registration: **BR190308**

(b) Tax delinquency disclosure. Disclose any delinquency with taxing authorities in the state of Texas, including the Comptroller's Office.

- No delinquencies to disclose

(c) Prior experience. Describe prior experience, if any, of the registering party or one or more of the registering party's principals or employees in the retail electric industry or a related industry.

- Owned and operated a broker shop for over 8 years

(d) Affiliate and agency relationships. Disclose any affiliate or agency relationships and the nature of any affiliate or agency agreements with REPs or transmission and distribution utilities. If such a relationship or agreement exists, explain how the registering party will disclose this information to its customers and to the REPs with whom it does business.

- No relationships to disclose

(e) Activities in other states. List the other states, if any, in which the registering party, and/or its affiliates and subsidiaries providing utility-related services, currently conduct business, or have previously conducted business, within the past 3 calendar years.

- We work with customers in various states to secure the best natural gas rates as well as bill auditing

(f) Compensation sources. Disclose the registering party's known or anticipated sources of compensation for aggregation services, and provide an explanation of its plans for disclosure of those compensation sources to its customers.

- We will receive no compensation for our services as aggregators. Any compensation we receive will be paid directly from the supplier not the customer. When requested we will disclose this information to the customer.

(g) Bankruptcy disclosure. Disclose any bankruptcy or liquidation proceedings of the registering party, any predecessors in interest, or its affiliates, within the past 3 calendar years.

- No proceedings to disclose

(h) Disclosure of fraud or liability. List any convictions or liability findings of fraud, theft or larceny, deceit, or violations of any customer protection or deceptive trade laws in any state against the registering party, a predecessor, its principals, or its affiliates.

- No fraud or liability to disclose

(i) Investigation status. Provide a statement indicating whether the registering party is currently under criminal or civil investigation, either in this state or in another state or jurisdiction for violation of any customer protection law or regulation.

- No investigations to disclose


(j) Complaint history. Provide a complete complaint history list for the past 3 calendar years as required by the Aggregator Rule (*see Instructions*)

- No complaints filed

(k) Pending authorizations (Class II.A or II.D aggregators only). List pending authorizations, if any, from public entities for the registering party to aggregate their loads or that of their citizens.

All information provided in this Aggregator Application is supplied to change the name of an existing registration under Cable Group, LLC that should now be listed under Vassar Group Inc.

The included Affidavit acknowledges that the newly provided information is up to date. We were not able to find an operating notary due to the COVID-19 issues and ask that you waive this requirement

DocuSigned by:

726CB8E3F2C044F ..

Claele Smith

Dawn Energy Consulting

Owner

5/19/2020

Form 201

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

Filing Fee: \$300



**Certificate of Formation
For-Profit Corporation**

Filed in the Office of the
Secretary of State of Texas
Filing #: 801507916 11/16/2011
Document #: 397356150002
Image Generated Electronically
for Web Filing

Article 1 - Entity Name and Type

The filing entity being formed is a for-profit corporation. The name of the entity is:

VASSAR GROUP, INC.

The name must contain the word "corporation," "company," "incorporated," "limited," or an abbreviation of one of these terms. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 2 - Registered Agent and Registered Office

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

OR

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

Name:

CLAELE SMITH

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

Street Address:

6023 MILTON ST. DALLAS TX 75206

Consent of Registered Agent

☐ A. A copy of the consent of registered agent is attached.

OR

☒ B. The consent of the registered agent is maintained by the entity.

Article 3 - Directors

The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are set forth below:

Director 1. **CLAELE SMITH**

Address: **6023 MILTON ST. DALLAS TX, USA 75206**

Article 4 - Authorized Shares

The total number of shares the corporation is authorized to issue and the par value of each of such shares, or a statement that such shares are without par value, is set forth below.

Number of Shares	Par Value (must choose and complete either A or B)	Class	Series
10,000	<input type="checkbox"/> A. has a par value of \$ <input checked="" type="checkbox"/> B. without par value.		

If the shares are to be divided into classes, you must set forth the designation of each class, the number of shares of each class, and the par value (or statement of no par value), of each class. If shares of a class are to be issued in series, you must provide the designation of each series. The preferences, limitations, and relative rights of each class or series must be stated in space provided for supplemental information.

Article 5 - Purpose

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be organized under the Texas Business Organizations Code.

Supplemental Provisions / Information

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

Effectiveness of Filing

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

OR

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

Organizer

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

CLAELE SMITH 6023 MILTON ST. DALLAS, TX 75206

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

CLAELE SMITH

Signature of organizer

FILING OFFICE COPY