

DANA M. HORTON

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Also admitted in Connecticut  
Massachusetts and New Hampshire

October 4, 2019

**VIA HAND DELIVERY and ELECTRONIC MAIL**

Luly E. Massaro, Commission Clerk  
Rhode Island Division of Public Utilities and Carriers  
89 Jefferson Boulevard  
Warwick, RI 02888

**RE: Docket No. D-19-26 – In Re: Agera Energy, LLC, Renewable Energy Standard Compliance**

Dear Ms. Massaro:

Enclosed please find Agera Energy, LLC's Suggestion of Bankruptcy in connection with the above-referenced matter.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Dana M. Horton

Enclosures

Copy to Service List

19891951-v1

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**  
**DIVISION OF PUBLIC UTILITIES AND CARRIERS**

	)	
	)	
In Re: Agera Energy, LLC	)	Docket No. D-19-26
Renewable Energy Standard	)	
Compliance	)	
	)	

**SUGGESTION OF BANKRUPTCY**

PLEASE TAKE NOTICE that on October 4, 2019, Agera Energy, LLC (the “Debtor”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). A copy of the voluntary petition is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that under Bankruptcy Code section 362(a), the Debtor’s filing of a voluntary petition operates as a stay of, among other things: (a) the commencement or continuation of all judicial, administrative, or other actions or proceedings against the Debtor (i) that were or could have been commenced before the commencement of the Debtor’s case or (ii) to recover any claims against the Debtor that arose before the commencement of the Debtor’s cases; (b) the enforcement, against the Debtor or against any property of the Debtor’s bankruptcy estates, of a judgment obtained before the commencement of the Debtor’s cases; or (c) any act to obtain possession of property of or from the Debtor’s bankruptcy estate, or to exercise control over property of the Debtor’s bankruptcy estate.

PLEASE TAKE FURTHER NOTICE that the Debtor reserves its right to bring an action in the Bankruptcy Court for any violation of Bankruptcy Code section 362(a)’s automatic stay.

Respectfully submitted,  
**AGERA ENERGY, LLC**  
By its attorney,

A handwritten signature in black ink that reads "Dana M. Horton". The signature is written in a cursive style with a horizontal line underneath it.

Dana M. Horton  
Robinson & Cole LLP  
One Financial Plaza, Suite 1430  
Providence, RI 02903-2485

Dated: October 4, 2019

Certificate of Service

I hereby certify that a copy of the foregoing was electronically transmitted to the individuals listed below on this 4th day of October 2019.

The paper copies of this filing are being hand delivered to the Rhode Island Division of Public Utilities and Carriers.



Dana M. Horton

Name/Address	E-mail Distribution	Phone
<b>Agera Energy LLC</b> Todd Sanford, COO Raima Jamal, Esq., Corporate Counsel Agera Energy LLC 555 Pleasantville Road, S-107 Briarcliff Manor, NY 10510  John P. Casey, Esq. (Admitted RI) Dana Horton, Esq. (Admitted RI) Brian Calabrese, Esq. Joey Lee Miranda, Esq. Robinson & Cole LLP 88 Howard Street, Suite C-1 New London, CT 06320	<a href="mailto:tsandford@ageraenergy.com">tsandford@ageraenergy.com</a>  <a href="mailto:rjamal@ageraenergy.com">rjamal@ageraenergy.com</a>  <a href="mailto:jcasey@rc.com">jcasey@rc.com</a>  <a href="mailto:dhorton@rc.com">dhorton@rc.com</a>  <a href="mailto:bc calabrese@rc.com">bc calabrese@rc.com</a>  <a href="mailto:jmiranda@rc.com">jmiranda@rc.com</a>	860-275-8200
<b>National Grid</b> Terrence Sobolewski, President Jennifer Brooks Hutchinson, Esq. 280 Melrose Street Providence, RI 02907	<a href="mailto:Jennifer.hutchinson@nationalgrid.com">Jennifer.hutchinson@nationalgrid.com</a> <a href="mailto:Terence.Sobolewski@nationalgrid.com">Terence.Sobolewski@nationalgrid.com</a> <a href="mailto:Joanne.scanlon@nationalgrid.com">Joanne.scanlon@nationalgrid.com</a>	401-784-7667
<b>Division of Public Utilities (Division)</b> William K. Lueker, Deputy Chief of Legal Services (Hearing Officer)  <b>Advocacy Section</b> Christy Hetherington, Esq. Dept. of Attorney General 150 South Main Street	<a href="mailto:Bill.lueker@dpuc.ri.gov">Bill.lueker@dpuc.ri.gov</a>  <a href="mailto:Chetherington@riag.ri.gov">Chetherington@riag.ri.gov</a>	401-780-2153 (Hearing Officer)  401-274-4400 (Attorney)

Providence, RI 02903	<a href="mailto:Dmacrae@riag.ri.gov">Dmacrae@riag.ri.gov</a>	Hetherington)
<a href="mailto:Kevin.Lynch@dpuc.ri.gov">Kevin.Lynch@dpuc.ri.gov</a>		
<a href="mailto:Thomas.kogut@dpuc.ri.gov">Thomas.kogut@dpuc.ri.gov</a>		
<a href="mailto:John.bell@dpuc.ri.gov">John.bell@dpuc.ri.gov</a>		
<b>File an original &amp; ten copies w/:</b> Luly E. Massaro, Division Clerk, Rhode Island Public Utilities Commission 89 Jefferson Blvd. Warwick, RI 02888	<a href="mailto:Luly.massaro@puc.ri.gov">Luly.massaro@puc.ri.gov</a>	401-780-2107
<a href="mailto:Cynthia.WilsonFrias@puc.ri.gov">Cynthia.WilsonFrias@puc.ri.gov</a>		
<a href="mailto:John.harrington@puc.ri.gov">John.harrington@puc.ri.gov</a>		
<a href="mailto:Todd.bianco@puc.ri.gov">Todd.bianco@puc.ri.gov</a>		

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:  
SOUTHERN DISTRICT OF NEW YORK

Case number (if known) \_\_\_\_\_ Chapter 11

Check if this an amended filing

## Official Form 201 Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Agera Energy LLC

2. All other names debtor used in the last 8 years  
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 46-5028122

4. Debtor's address

<b>Principal place of business</b>	<b>Mailing address, if different from principal place of business</b>
<u>555 Pleasantville Road, S107</u> Number, Street, City, State & ZIP Code	_____
<u>Briarcliff Manor, NY 10510</u>	P.O. Box, Number, Street, City, State & ZIP Code
<u>Westchester</u> County	<b>Location of principal assets, if different from principal place of business</b>
	_____
	Number, Street, City, State & ZIP Code

5. Debtor's website (URL) \_\_\_\_\_

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: \_\_\_\_\_

Debtor **Agera Energy LLC**  
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor	<b>See Attachment</b>	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Agera Energy LLC**  
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

Where is the property?

Number, Street, City, State & ZIP Code \_\_\_\_\_

Is the property insured?

No

Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- |                                  |   |  |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49    | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000           | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000          | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |   |  |

15. Estimated Assets

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000          | <input type="checkbox"/> \$1,000,001 - \$10 million              | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000    | <input type="checkbox"/> \$10,000,001 - \$50 million             | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input type="checkbox"/> \$100,001 - \$500,000   | <input checked="" type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million           | <input type="checkbox"/> More than \$50 billion          |

16. Estimated liabilities

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000          | <input type="checkbox"/> \$1,000,001 - \$10 million               | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000    | <input type="checkbox"/> \$10,000,001 - \$50 million              | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input type="checkbox"/> \$100,001 - \$500,000   | <input type="checkbox"/> \$50,000,001 - \$100 million             | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input checked="" type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion          |



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Debtor Agera Energy LLC  
Name

Case number (if known) \_\_\_\_\_

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/03/2019  
MM / DD / YYYY

**X** \_\_\_\_\_  
Signature of authorized representative of debtor

**Mark Linzenbold**  
Printed name

Title Chief Financial Officer

**18. Signature of attorney** **X** /s/Darren Azman  
Signature of attorney for debtor

Date 10/3/2019  
MM / DD / YYYY

**Darren Azman**  
Printed name

**McDermott Will & Emery LLP**  
Firm name

**340 Madison Avenue**  
**New York, NY 10173-1922**  
Number, Street, City, State & ZIP Code

Contact phone (212) 547-5400 Email address Dazman@mwe.com

NY4911673 NY  
Bar number and State

Debtor **Agera Energy LLC**  
Name

Case number (if known)

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number (if known) Chapter **11**

Check if this an amended filing

**FORM 201. VOLUNTARY PETITION**

**Pending Bankruptcy Cases Attachment**

Debtor	<b>Aequitas Energy Inc.</b>	Relationship to you	<b>Subsidiary</b>
District	<b>SDNY</b>	When	
Debtor	<b>Agera Holdings LLC</b>	Relationship to you	<b>Parent</b>
District	<b>SDNY</b>	When	
Debtor	<b>Agera Solutions LLC</b>	Relationship to you	<b>Affiliate</b>
District	<b>SDNY</b>	When	
Debtor	<b>energy.me midwest llc</b>	Relationship to you	<b>Subsidiary</b>
District	<b>SDNY</b>	When	
Debtor	<b>Utility Recovery LLC</b>	Relationship to you	<b>Affiliate</b>
District	<b>SDNY</b>	When	

**WRITTEN CONSENT OF THE CLASS A MEMBER AND MANAGER OF  
AGERA ENERGY, LLC**

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October 3, 2019

The undersigned, being the only Class A Member (the “Member”) and Manager (the “Manager”) of Agera Energy, LLC, a Delaware limited liability company (the “Company”), hereby consent to, approve and adopt the following resolutions by written consent in lieu of a special meeting as of the date written above:

**WHEREAS**, the Member and the Manager have reviewed the materials presented by the legal advisers of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to the Company, and the impact of the foregoing on the Company’s business; and

**WHEREAS**, the Member and the Manger have had the opportunity to consult with the legal advisers of the Company and fully consider each of the strategic alternatives available to the Company.

**I. VOLUNTARY PETITION UNDER CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE**

**NOW, THEREFORE, IT IS RESOLVED**, that, in the judgment of the Member and the Manager, it is desirable and in the best interests of the Company, its creditors, equity holders, and other parties in interest, that the Company file or cause to be filed voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code;

**FURTHER RESOLVED**, that each of the officers and any other authorized representative of the Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief;

**FURTHER RESOLVED**, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to continue to employ the law firm of McDermott Will & Emery LLP (“McDermott”) as general bankruptcy counsel to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of McDermott;

**FURTHER RESOLVED**, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm Stifel, Nicolaus & Co., Inc. and Miller Buckfire & Co., LLC (collectively “Miller Buckfire”), as investment bankers to, among other things, assist the Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by its Governing Body, creditors, or other third parties, in each case, as requested by such Company, evaluating such Company’s capital structure, responding to issues related to such Company’s financial liquidity, and in any sale, reorganization, business combination, or similar disposition of such Company’s assets; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Miller Buckfire;

**FURTHER RESOLVED**, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the financial advisory firm of GlassRatner Advisory & Capital Group, LLC (“GlassRatner”) to assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, to cause to be filed appropriate applications for authority to retain the services of GlassRatner;

**FURTHER RESOLVED**, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ Stretto (“Stretto”) as notice and claims agent to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Stretto;

**FURTHER RESOLVED**, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under title 11 of the United States Code; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

**FURTHER RESOLVED**, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to, on behalf of and in the name of the Company, to execute a restructuring support agreement term sheet (the “RSA Term Sheet”) with BP Energy Company in substantially the form presented to the Authorized Officers; and

**FURTHER RESOLVED**, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to, on behalf of and in the name of the Company, to execute a chapter 11 plan, which shall be consistent with the terms of the RSA Term Sheet.

## **II. CASH COLLATERAL AND DEBTOR IN POSSESSION FINANCING**

**WHEREAS**, the Member and the Manager have determined that it is in the best interests of the Company to enter into that certain (i) Preferred Supplier Agreement, dated October 2, 2015, between the Agera Opco Entities and BP Energy Company (in such capacity, the “Senior Lien Secured Party”) (as amended on May 15, 2017 and February 9, 2018, the “Senior Lien Supply Agreement”), as further amended by that certain Third Amendment, dated on or about October 2019, between the Agera Opco Entities and the Postpetition Secured Party, (the “Postpetition PSA Amendment” and, together with the Senior Lien Supply Agreement, the “Postpetition Preferred Supplier Agreement”); and (ii) ISDA Master Agreement (2002) between the Agera Opco Entities and the Senior Lien Secured Party, dated May 5, 2015 (as amended on October 2, 2015, and all related confirmations, schedules, annexes, exhibits and addenda thereto, the “Senior Lien ISDA Master Agreement”), as further amended by that certain Second Amendment, dated on or about October 2019, between the Agera Opco Entities and the Postpetition Secured Party and that certain Base Confirmation, dated on or about October 2019 (the “Postpetition ISDA Amendments” and, together with the Senior Lien ISDA Master Agreement, the “Postpetition ISDA Master Agreement” and, together with the Postpetition Preferred Supply Agreement, the “Postpetition Supply Facility”);

**WHEREAS**, capitalized terms used herein but not otherwise defined have the meanings ascribed to such terms in the Postpetition Supply Facility; and

**WHEREAS**, the Member and the Manager have reviewed or otherwise discussed with the officers of the Company the form and terms of the Postpetition Supply Facility.

**NOW, THEREFORE, IT IS RESOLVED**, that the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, hereby authorized and directed in the name and on behalf of such Company, to finalize, execute and deliver to the proper parties, the Postpetition Supply Facility and the other related documents (collectively, the “Postpetition Transaction Documents”) to which the Company is a party, substantially in the form presented to or discussed with the Manager and the Member with such additions, corrections and revisions on the terms and conditions thereof as the Authorized Officers executing

and delivering the same shall approve by the execution and delivery thereof (such approval to be conclusively evidenced by the execution and delivery thereof), and any amendments, supplements or modifications thereto to which the Company is a party, and that the performance by the Company of its obligations thereunder be, and they hereby are, approved and adopted in all respects;

**FURTHER RESOLVED**, that, in accordance with the terms and conditions of the Postpetition Transaction Documents and at the times and in the manner specified therein, as applicable, the Company may borrow from the Senior Lien Secured Party such amounts as may be available to it thereunder, such borrowings to have the maturity, to be payable and prepayable and bear interest at the rates specified in the Postpetition Transaction Documents, and that each of the Authorized Officers at the time in office acting singly is authorized, on behalf of the Company, to cause the Company to make the borrowings contemplated by the Postpetition Transaction Documents, the making of such borrowings to be conclusive evidence that the same has been authorized by the Manager and the Member;

**FURTHER RESOLVED**, that the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, in the name and on behalf of the Company, to assign, transfer, pledge and grant to the Senior Lien Secured Party and Colorado Bankers Life Insurance Company (collectively, the "Prepetition Secured Parties"), for the ratable benefit of the respective or applicable Prepetition Secured Parties, a security interest in substantially all the assets of the Company, as collateral security for the prompt payment and performance when due of the obligations under the Postpetition Transaction Documents to which the Company is a party and to take or cause to be taken any such actions as may be necessary, appropriate or desirable to allow the Prepetition Secured Parties to create, perfect and maintain a security interest in such Company's property or assets constituting collateral as described in or contemplated by the Postpetition Transaction Documents;

**FURTHER RESOLVED**, that the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, in the name and on behalf of the Company, without in any way limiting the generality, of the foregoing, to take any and all actions and to execute and deliver any and all documents, certificates, financing statements, instruments, schedules, addenda, confirmations, letters, promissory notes, mortgages, deeds of trust or agreements and writings of every kind and character, both original and amendatory, to make such attestations to any signatures of other officers of such Company, and to do and perform or cause to be done and performed all such other acts as each officer shall from time to time deem necessary, advisable, or appropriate in order (a) to consummate the transactions contemplated by the Postpetition Transaction Documents to which the Company is or is to become a party, (b) to give or undertake security, assurances or obligations in connection with the foregoing, (c) to perform and comply with all covenants and agreements and meet and satisfy all conditions and obligations set forth in the Postpetition Transaction Documents to which the Company is a party, and (d) to pledge or grant liens and/or security interests in substantially all the assets of the Company as security for the

obligations of the Company and its subsidiaries in connection with the Postpetition Transaction Documents to which the Company is a party;

**FURTHER RESOLVED**, that any Authorized Officer, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized to certify a copy of these resolutions and to deliver the same to the Prepetition Secured Parties;

**FURTHER RESOLVED**, that the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed, in the name and on behalf of the Company, to pay certain fees and expenses incurred by the Company to complete the transactions described above;

**FURTHER RESOLVED**, that the Authorized Officers are hereby authorized, empowered and directed to make, execute, deliver, file with governmental or regulatory agencies and authorities, and/or record any and all agreements, reports or other documents and do any and all other acts and things which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the foregoing resolutions; and

**FURTHER RESOLVED**, that any and all actions previously taken by the Authorized Officers, on behalf of the Company, in respect of the transactions and execution of documents contemplated by or relating to the Postpetition Transaction Documents, and the foregoing resolutions are hereby ratified, approved and confirmed in all respects.

### III. ASSET PURCHASE AGREEMENT

**WHEREAS**, in connection with the chapter 11 case, the Company proposes to enter into that certain asset purchase agreement between the Company, Exelon Generation Company, LLC (“Exelon”) and the other parties thereto (the “Asset Purchase Agreement”), on the terms and conditions set forth therein; and

**WHEREAS**, the Member and the Manager have reviewed and considered the Asset Purchase Agreement and believe that the Asset Purchase Agreement and the transactions contemplated thereby are in the best interest of the Company.

**NOW, THEREFORE, IT IS RESOLVED**, that in connection with the chapter 11 case, it is in the best interest of the Company to enter into the transactions contemplated by the Asset Purchase Agreement with Exelon as purchaser, substantially on the terms of the draft asset purchase agreement which has been provided to the Board and with such changes thereto as the Authorized Officer executing the same shall approve, and any other agreements, consents, certificates, amendments, assignments, and instruments in connection therewith (together with the Asset Purchase Agreement, the “Purchase Documents”), in each case subject to approval by the Bankruptcy Court;

**FURTHER RESOLVED**, that the form, terms and provisions of the Purchase Documents and the Company’s performance of its obligations thereunder, are hereby in all respects confirmed, ratified and approved;

**FURTHER RESOLVED**, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to negotiate and approve the terms, provisions of and performance of, and to prepare, execute and deliver the Purchase Documents, in the name and on behalf of the Company under its corporate seal or otherwise, and such other documents, agreements, instruments and certificates as such Authorized Officer executing the same considers necessary, appropriate, proper, or desirable to effectuate the transactions contemplated by the Purchase Documents;

**FURTHER RESOLVED**, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Purchase Documents, which shall, in such Authorized Officer's judgment, be necessary, proper or advisable to perform the Company's obligations under or in connection with the Purchase Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and

**FURTHER RESOLVED**, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Purchase Documents which shall, in such Authorized Officer's judgment, be necessary, proper or advisable.

#### IV. GENERAL

**NOW, THEREFORE, IT IS RESOLVED**, that each of the Authorized Officers shall be, and each of them hereby is, authorized and directed, in the name of and on behalf of the Company, to take any and all such actions and to execute and deliver any and all such documents and instruments as the Member, the Manager, or officers of the Company shall deem necessary or advisable in furtherance of, or to carry out the intent and effectuate the purposes of, any of the foregoing resolutions, and the fact that the Member, the Manager, and the officers of the Company have taken any such action or executed or delivered any such document or instrument shall be conclusive evidence of the approval and authorization thereof by the Company;

**FURTHER RESOLVED**, that any and all actions heretofore, concurrently, or hereafter taken by the Member, the Manager, and the officers of the Company in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects as fully as if such had been presented to the Member and the Manager for approval prior to such action or actions being taken;

**FURTHER RESOLVED**, that the actions taken by this written consent shall have the same force and effect as if taken by the undersigned at a meeting, duly called and constituted in accordance with the limited liability company agreement of the Company;



**FURTHER RESOLVED**, any and all notice of any meeting otherwise required regarding these resolutions or the matters covered hereby is hereby waived in all respects; and

**FURTHER RESOLVED**, that this consent may be sent or delivered by facsimile or other electronic transmission and in any number of counterparts, each of which shall be an original, and such counterparts, when taken together, shall constitute one and same instrument, and shall be legally effective for all purposes.

*[signature page follows]*

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IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date first written above.

**CLASS A MEMBER**  
**Agera Holdings LLC**

By:   
Name: Stephen S. Gray  
Title: Manager

**MANAGER**  
**Stephen S. Gray**

By: 

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**Fill in this information to identify the case:**

Debtor name Agera Energy LLC  
United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK  
Case number (if known) \_\_\_\_\_

Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 3, 2019

X \_\_\_\_\_  
Signature of individual signing on behalf of debtor

**Mark Linzenbold**

Printed name

**Chief Financial Officer**

Position or relationship to debtor

<b>Fill in this information to identify the case:</b>	
Debtor name: <u>Agera Energy LLC</u>	
United States Bankruptcy Court Southern District of	<u>New York</u> (State)
Case number (if known): _____	

Check if this is an amended filing

Official Form 204

**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contract	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of secured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
1.	Massachusetts Department of Public Utilities One South Station Boston, MA 02110	Massachusetts Department of Public Utilities Email: doer.rps@state.ma.us	Alternative Compliance Payment				\$43,920,000.00
2.	Colorado Bankers Life Insurance Company 2327 Englert Drive Durham, NC 27713	Colorado Bankers Life Insurance Company Email: gel@eliequity.com	Subordinated Loan				\$35,699,287.63
3.	Connecticut Public Utilities Regulatory Authority 10 Franklin Square New Britain, CT 06051	Connecticut Public Utilities Regulatory Authority Email: donna.devino@ct.gov	Alternative Compliance Payment				\$8,171,532.97
4.	New Jersey Board of Public Utilities 44 S Clinton Ave Trenton, NJ 08625	New Jersey Board of Public Utilities Email: Ronald.Jackson@bpu.nj.gov	Alternative Compliance Payment				\$7,196,266.42
5.	Pennsylvania Public Utilities Commission 400 North Street Keystone Bldg. Harrisburg, PA 17120	Pennsylvania Public Utilities Commission Email: customerservice@pennaeps.com	Alternative Compliance Payment				\$4,907,034.52
6.	New Hampshire Public Utilities Commission 21 S Fruit St #10 Concord, NH 03301	New Hampshire Public Utilities Commission Email: stephen.eckberg@puc.nh.gov	Alternative Compliance Payment				\$2,009,367.08
7.	Rhode Island Public Utilities Commission 89 Jefferson Boulevard Warwick, RI 02888	Rhode Island Public Utilities Commission Email: luly.massaro@puc.ri.gov	Alternative Compliance Payment				\$1,970,394.08
8.	New York State Energy Research and Development Authority 17 Columbia Circle Albany, NY 12203	New York State Energy Research and Development Authority Email: ces@nyserda.ny.gov	Alternative Compliance Payment				\$1,949,058.06
9.	California Public Utilities Commission 505 Van Ness Avenue	California Public Utilities Commission Email: sarah.thomas@cpuc.ca.gov	Alternative Compliance Payment				\$1,447,516.64

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Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contract	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of secured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
	San Francisco, CA 94102					
10.	DeNomme, Bretton Daniel 38755 Carmel Drive Avon, OH 44011	DeNomme, Bretton Daniel Email: bdenomme@ageraenergy.com	Employee Commission			\$436,806.98
11.	TFS Energy Solutions LLC dba Tradition Energy 9 W Broad Street 9th Floor Stamford CT 06902-0000	TFS Energy Solutions LLC dba Tradition Energy Email: Brian.McDermott@TraditionEnergy.com	Channel Partner Commissions			\$190,000.98
12.	Energy Market Exchange (EMEX LLC) 11011 Richmond Ave #500 Houston, TX 77042	Energy Market Exchange (EMEX LLC) Email: commissions@emexllc.com	Channel Partner Commissions			\$162,137.86
13.	Progressive Energy Group LLC 2112 W Galena Blvd Suite 8210 Aurora, IL 60506	Progressive Energy Group LLC Email: shawnajazi@progressiveenergygroup.com	Channel Partner Commissions			\$160,358.91
14.	EnerNOC - RFP only 1 Marina Park Drive Boston, MA 02210	EnerNOC - RFP only Email: Kyle.Mason@enernoc.com	Channel Partner Commissions			\$146,690.86
15.	Eric Wyman 111 S Morgan St Apr 620 Chicago, IL 60607	Eric Wyman Email: ewyman3@gmail.com	Employee Commission			\$138,468.15
16.	CVI CleanCapital Solar 2 LLC 205 East 42nd Street New York, NY 10017	CVI CleanCapital Solar 2 LLC Email: meastwick@cleancapital.com	Accounts Payable			\$130,152.00
17.	EnerNOC Inc 1 Marina Park Drive Boston, MA 02210	EnerNOC Inc. Email: Kyle.Mason@enernoc.com	Channel Partner Commissions			\$120,579.74
18.	Richard Cooperberg 65 Margaret Ave Lawrence, NY 11559	Richard Cooperberg Email: richiecoop22@gmail.com	Channel Partner Commissions			\$111,957.52
19.	Citizens Enterprises Corporation c/o Dunn & Wilson Attorneys at Law 480 Hampden Street Holyoke, MA 1040	Citizens Enterprises Corporation c/o Dunn & Wilson Attorneys at Law Email: Martin@dunn-wilson.com	Forward Contract Breach			\$108,732.00
20.	TruEnergy Services LLC 3839 McKinney Ave, Suite 155-511 Dallas, TX 75204	TruEnergy Services LLC Email: ken.harris@truenergy.net	Channel Partner Commissions			\$106,783.93
21.	Brian Bullock 6309 157th Street Oak Forest, IL 60452	Brian Bullock Email: bbullock@ageraenergy.com	Employee Commission			\$102,497.91
22.	Teleios Commodities, LLC 2829 Technology Forest Blvd, Suite 360 The Woodlands, TX 77381	Teleios Commodities, LLC Email: anne@teleioscommodities.com	Accounts Payable			\$100,000.00
23.	Stanwich Energy Advisors LLC 9 Greenwich Office Park Greenwich, CT 06831	Stanwich Energy Advisors LLC Email: joconnell@stanwichenergy.com	Channel Partner Commissions			\$99,560.98
24.	Affiliated Power Purchasers International LLC 2013 Northwood Drive Salisbury, MD 21801	Affiliated Power Purchasers International LLC Email: junderwood@appienergy.com	Channel Partner Commissions			\$95,174.80
25.	Kinect Energy Inc. 9800 NW 41st Street Miami, FL 33178	Kinect Energy Inc. Email: jzbihley@kinectenergy.com	Channel Partner Commissions			\$94,351.86
26.	Kandi Perry 44 Gleason Road Princeton, MA 01541	Kandi Perry Email: kaperry@ageraenergy.com	Employee Commission			\$93,880.30

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	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contract	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of secured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
27.	Lower Electric LLC 1307 Shermer Rd Northbrook, IL 60062	Lower Electric LLC Email: ann@lowerelectric.com	Channel Partner Commissions				\$86,189.12
28.	Secure Energy Solutions LLC 515 Shaker Road East Longmeadow, MA 01028	Secure Energy Solutions LLC Email: jcostello@sesenergy.org	Channel Partner Commissions				\$83,693.65
29.	Telco Pros Inc. dba TPI Efficiency 2020 Center Street Cleveland, OH 4413	Telco Pros Inc. dba TPI Efficiency Email: roger.zona@tpiefficiency.com	Channel Partner Commissions				\$80,211.61
30.	United Energy Insights LLC dba United Energy Consultants LLC 190 Great Hills Dr. South Orange, NJ 07079	United Energy Insights LLC dba United Energy Consultants LLC Email: peter@uecnow.com	Channel Partner Commissions				\$79,515.23

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**United States Bankruptcy Court  
Southern District of New York**

In re Agera Energy LLC Debtor(s) Case No. \_\_\_\_\_ Chapter 11


**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Agera Holdings LLC 555 Pleasantville Road, S107 Briarcliff Manor, NY 10510</b>	<b>Class A Units</b>	<b>1,000</b>	
<b>BP Energy Company</b>	<b>Class B Unit</b>	<b>1</b>	

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **Chief Financial Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date October 3, 2019 Signature   
**Mark Linzenbold**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court  
Southern District of New York**

In re **Agera Energy LLC**

Debtor(s)

Case No. \_\_\_\_\_

Chapter **11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Agera Energy LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Agera Holdings LLC**  
**555 Pleasantville Road, S107**  
**Briarcliff Manor, NY 10510**

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None [*Check if applicable*]

**October 3, 2019**

Date

**/s/ Darren Azman**

**Darren Azman**

Signature of Attorney or Litigant

Counsel for **Agera Energy LLC**

**McDermott Will & Emery LLP**

**340 Madison Avenue**

**New York, NY 10173-1922**

**(212) 547-5400 Fax:(212) 547-5444**

**Dazman@mwe.com**