

# The Ohio Casualty Insurance Company

## Surety Bond

**Bond Number 404012811**

WITNESSETH: This Surety Bond ("Bond") given by Agera Energy LLC as Principal, and The Ohio Casualty Insurance Company, as Surety, are jointly and severally bound unto New Hampshire Public Utilities Commission, as Obligee, in the amount of One Hundred Thousand and 00/100 - \$100,000 ("Bond Amount"), for the payment of which the Principal and Surety bind themselves, their heirs, executors, administrators, successors, assigns or other legal representatives.

WHEREAS, the Principal has filed an application with the New Hampshire Public Utilities Commission ("NHPUC" or "Obligee") seeking approval to operate as a Competitive Natural Gas Supplier ("CNGS"); and,

WHEREAS, NHPUC rules require that a CNGS must maintain an appropriate amount of financial security; and,

WHEREAS, the Principal must post the Bond Amount to cover its financial security obligation to the NHPUC; and,

WHEREAS, the Bond Amount may be subsequently increased or decreased pursuant to NHPUC rules;

NOW THEREFORE, Upon notice from Obligee of the Principal's' nonperformance of its duties as a New Hampshire CNGS, or Principal's fraud or other violations of the laws, decisions, and orders applicable to Principal's CNGS license, Surety shall immediately pay to Obligee the amount specified by the Obligee, not to exceed the amount of this bond. This bond shall remain in full force and effect for the term set forth below, unless terminated as provided below.

This Bond is subject to the following terms, limitations, and conditions:

- The Surety hereby waives notice of any alteration or extension of time made by the Obligee. This instrument shall be a continuing, absolute, unconditional, and irrevocable obligation of the Surety. This instrument shall be effective upon execution and shall continue in effect until February 3, 2016, after which it can be terminated by the Obligee or Surety upon thirty days prior written notice to the non-terminating party.

Any suit on this bond must be instituted before the expiration of two (2) years from the date on which the Principal's obligations arising under its New Hampshire CNGS license expire.

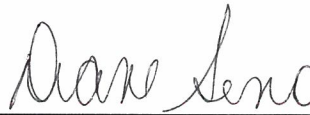
Signed, Sealed and dated the 2nd day of June, 2015

Agera Energy, LLC (Principal)



Michael Nordlicht

The Ohio Casualty Insurance Company



Diane Seno



**THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.**

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

Certificate No. 6222829

American Fire and Casualty Company  
The Ohio Casualty Insurance Company

Liberty Mutual Insurance Company  
West American Insurance Company

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS: That American Fire & Casualty Company and The Ohio Casualty Insurance Company are corporations duly organized under the laws of the State of New Hampshire, that Liberty Mutual Insurance Company is a corporation duly organized under the laws of the State of Massachusetts, and West American Insurance Company is a corporation duly organized under the laws of the State of Indiana (herein collectively called the "Companies"), pursuant to and by authority herein set forth, does hereby name, constitute and appoint, Ada M. Peterson; Anna Hightower; Bryan W. Swank; Diane Seno; Mary Halatek; Terry Kostuchowski

all of the city of Rolling Meadows, state of IL each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents and shall be as binding upon the Companies as if they have been duly signed by the president and attested by the secretary of the Companies in their own proper persons.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Companies and the corporate seals of the Companies have been affixed thereto this 24th day of July, 2013.



American Fire and Casualty Company  
The Ohio Casualty Insurance Company  
Liberty Mutual Insurance Company  
West American Insurance Company

By: Gregory W. Davenport  
Gregory W. Davenport, Assistant Secretary

STATE OF WASHINGTON ss  
COUNTY OF KING

On this 24th day of July, 2013, before me personally appeared Gregory W. Davenport, who acknowledged himself to be the Assistant Secretary of American Fire and Casualty Company, Liberty Mutual Insurance Company, The Ohio Casualty Insurance Company, and West American Insurance Company, and that he, as such, being authorized so to do, execute the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Seattle, Washington, on the day and year first above written.



By: KD Riley  
KD Riley, Notary Public

This Power of Attorney is made and executed pursuant to and by authority of the following By-laws and Authorizations of American Fire and Casualty Company, The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, and West American Insurance Company which resolutions are now in full force and effect reading as follows:

**ARTICLE IV – OFFICERS** – Section 12. Power of Attorney. Any officer or other official of the Corporation authorized for that purpose in writing by the Chairman or the President, and subject to such limitation as the Chairman or the President may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Corporation to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Corporation by their signature and execution of any such instruments and to attach thereto the seal of the Corporation. When so executed, such instruments shall be as binding as if signed by the President and attested to by the Secretary. Any power or authority granted to any representative or attorney-in-fact under the provisions of this article may be revoked at any time by the Board, the Chairman, the President or by the officer or officers granting such power or authority.

**ARTICLE XIII – Execution of Contracts – SECTION 5. Surety Bonds and Undertakings.** Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

**Certificate of Designation** – The President of the Company, acting pursuant to the Bylaws of the Company, authorizes Gregory W. Davenport, Assistant Secretary to appoint such attorneys-in-fact as may be necessary to act on behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

**Authorization** – By unanimous consent of the Company's Board of Directors, the Company consents that facsimile or mechanically reproduced signature of any assistant secretary of the Company, wherever appearing upon a certified copy of any power of attorney issued by the Company in connection with surety bonds, shall be valid and binding upon the Company with the same force and effect as though manually affixed.

I, David M. Carey, the undersigned, Assistant Secretary, of American Fire and Casualty Company, The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, and West American Insurance Company do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy of the Power of Attorney executed by said Companies, is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 2 day of June, 2015.



By: David M. Carey  
David M. Carey, Assistant Secretary

Not valid for mortgage, note, loan, letter of credit, currency rate, interest rate or residual value guarantees.

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day





Comerica Bank

**Irrevocable  
Standby Letter of Credit  
No. OSB4907M**

Amendment no. 2  
Dated May 20, 2015

**Beneficiary:**

New Hampshire Public Utilities  
Commission  
21 South Fruit Street, Suite 10  
Concord, NH 03301-2429 United States

**Applicant:**

Agera Energy LLC  
555 Pleasantville Road  
Suite S-107  
Briarcliff Manor, NY 10510 United States

We amend our Standby Letter of Credit subject to the following terms and conditions. This amendment forms an integral part of the original instrument. All other terms and conditions remain unchanged.

**Amended Terms:**

Comerica Bank seeks cancellation of this letter of credit.

Should you choose to approve the cancellation, we request the return of the original letter of credit to the above address; however, the return of the original letter of credit is not a condition of the cancellation.

Cancellation is subject to your approval. Please signify your approval or rejection by signing below, marking as appropriate, and faxing your response to 214-828-5992.

Unless otherwise instructed herein, all correspondence and inquiries regarding this transaction should be directed to our Customer Service Center at the above address, telephone: 214-828-5965 or 214-828-5930. Please indicate our reference number in all your correspondence or telephone inquiries.

Regards,

**COPY**



Comerica Bank

Authorized Signature(s) \_\_\_\_\_

Please signify your acceptance or rejection of this amendment on the attached copy of this letter and return to us at the above address.

Accepted by: \_\_\_\_\_ Date: \_\_\_\_\_

Rejected by: \_\_\_\_\_ Date: \_\_\_\_\_

**COPY**