

**GENERAL CERTIFICATE OF THE
COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY**

This certificate is made in connection with the execution by the County of Rockland Industrial Development Agency (the “**Agency**”) of the Company Lease, the Lease Agreement, the PILOT Agreement, the PILOT Mortgage, and any other document now or hereafter executed by the Agency (collectively, the “**Agency Documents**”) with respect to a project (the “**Project**”) as defined in the Lease Agreement dated as of June 30, 2006 entered into between the Agency, Mirant Bowline, LLC and Hudson Valley Gas Corporation (Mirant Bowline, LLC and Hudson Valley Gas Corporation, collectively and to the extent of their respective interests, are referred to herein as the “**Company**”) (the “**Lease Agreement**”) and the grant of “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of exemption from real property taxes and a payment in lieu of tax (“**PILOT**”) agreement dated as of June 30, 2006, entered into between Mirant Bowline, LLC, the Agency and the involved tax jurisdictions (the “**Financial Assistance**”).

Capitalized terms used herein which are not otherwise defined herein and which are defined in the Lease Agreement shall have the meanings ascribed to such terms in the Lease Agreement except that, for purposes of this certificate, (A) all definitions with respect to any document shall be deemed to refer to such document only as it exists as of the date of this certificate and not as of any future date, and (B) all definitions with respect to any Person shall be deemed to refer to such Person only as it exists as of the date of this certificate and not as of any future date or to any successor or assign.

I, the undersigned Authorized Representative of the Agency, do hereby certify:

1. I am the Chairperson of the Agency and am duly authorized to execute and deliver this certificate in the name of the Agency.
2. Attached hereto as Exhibit “A” is a true, correct, and complete copy of the by-laws of the Agency, together with all amendments thereto or modifications thereof; and said by-laws as so amended and modified are in full force and effect in accordance with their terms as of the date of this certificate.
3. Attached hereto as Exhibit “B” is proof of publication of a notice of the public hearing with respect to the Project (the “**Public Hearing**”), required pursuant to Section 859-a of the Act and held on January 20, 2006, and proof of mailing of notice thereof pursuant to Section 859-a of the Act to the chief executive officers of the affected tax jurisdictions (as defined in Section 854(16) of the Act) on December __, 2005.

4. The Inducement Resolution adopted at a meeting of the Agency on February 13, 2006 (the “**Inducement Resolution**”), remains in full force and effect and has not been rescinded, repealed, or modified. A copy of the Inducement Resolution is attached hereto at Exhibit “C”.

5. The Authorizing Resolution adopted at a meeting of the Agency on May 16, 2006, (the “**Agency Authorizing Resolution**”) remains in full force and effect and has not been rescinded, repealed, or modified. A copy of the Agency Authorizing Resolution is attached hereto as Exhibit “D”.

6. To the best of my knowledge, the execution, delivery, and performance of the Agency Documents, the consummation of the transactions therein contemplated and compliance with the provisions of each do not and will not (a) violate the Act or the by-laws of the Agency, (b) require consent (which has not heretofore been received) under or result in a breach or default of any credit agreement, purchase agreement, indenture, deed of trust, commitment, guaranty, lease, or other agreement or instrument to which the Agency is a party or by which the Agency may be bound or affected, or (c) conflict with or violate any existing law, rule, regulation, judgment, order, writ, injunction, or decree of any government, governmental instrumentality, or court, domestic or foreign, having jurisdiction over the Agency or any of its Property.

7. The Agency has not received written notice that any event of default has occurred and is continuing, or that any event has occurred which with the lapse of time or the giving of notice or both would constitute an event of default, by any party to the Agency Documents.

8. To the best of my knowledge, there is no action, suit, proceeding or investigation at law or in equity, before or by any court, public board or body of the United States of America or the State of New York, pending or, to my knowledge, threatened against or affecting the Agency (or to my knowledge any basis therefor), (a) wherein an unfavorable decision or finding would adversely affect (i) the Inducement Resolution, the Company Lease, the Lease Agreement, the PILOT Agreement, or the other Agency Documents or (ii) the existence or organization of the Agency, or (iii) restrain or enjoin the operation of the Project or the performance by the Agency of the Agency Documents; or (b) in any manner questioning the proceedings or authority of the Agency in relation to the Project, or affecting the validity thereof or of the Agency Documents, or contesting the existence and powers of the Agency or the appointment of the directors and officers of the Agency to their respective offices.

9. To the best of my knowledge, the Agency has complied with all agreements and satisfied all conditions on its part to be performed or satisfied at or prior to the Closing Date.

10. To the best of my knowledge, no member, officer, or employee of the Agency has publicly disclosed, in a writing included as part of the official minutes of the Agency, any Interest (as defined in Section 800.3 of the New York General Municipal Law), direct or indirect, in the Company.

11. The individual named below is the Authorized Representative of the Agency:

NAME

SIGNATURE

OFFICE

Eric Dranoff

Chairperson of the
Board of Directors

WITNESS, as of the ____ day of _____, 2006.

**COUNTY OF ROCKLAND INDUSTRIAL
DEVELOPMENT AGENCY**

By:

Eric Dranoff

Chairperson of the Board of Directors