

Annex A
Bankruptcy Cases Concurrently Filed By
Any Partner or Affiliate of the Debtor

Contemporaneously herewith, the Debtor and each of the affiliated entities listed below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code:

MLW Development, LLC

Mirant Corporation

Mirant Americas Energy Marketing, LP

Mirant Americas Generation, LLC

Mirant Mid-Atlantic, LLC

Mirant Americas, Inc.

Hudson Valley Gas Corporation

Mint Farm Generation, LLC

Mirant Americas Development Capital, LLC

Mirant Americas Development, Inc.

Mirant Americas Energy Marketing Investments, Inc.

Mirant Americas Gas Marketing I, LLC

Mirant Americas Gas Marketing II, LLC

Mirant Americas Gas Marketing III, LLC

Mirant Americas Gas Marketing IV, LLC

Mirant Americas Gas Marketing V, LLC

Mirant Americas Gas Marketing VI, LLC

Mirant Americas Gas Marketing VII, LLC

Mirant Americas Gas Marketing VIII, LLC

Mirant Americas Gas Marketing IX, LLC

Mirant Americas Gas Marketing X, LLC

Mirant Americas Gas Marketing XI, LLC

Mirant Americas Gas Marketing XII, LLC

Mirant Americas Gas Marketing XIII, LLC

Mirant Americas Gas Marketing XIV, LLC

Mirant Americas Gas Marketing XV, LLC

Mirant Americas Procurement, Inc.

Mirant Americas Production Company
Mirant Americas Retail Energy Marketing, LP
Mirant Bowline, LLC
Mirant California Investments, Inc.
Mirant California, LLC
Mirant Canal, LLC
Mirant Capital Management, LLC
Mirant Capital, Inc.
Mirant Central Texas, LP
Mirant Chalk Point Development, LLC
Mirant Chalk Point, LLC
Mirant D.C. O&M, LLC
Mirant Danville, LLC
Mirant Delta, LLC
Mirant Dickerson Development, LLC
Mirant Fund 2001, LLC
Mirant Gastonia, LLC
Mirant Intellectual Asset Management and Marketing, LLC
Mirant Kendall, LLC
Mirant Las Vegas, LLC
Mirant Lovett, LLC
Mirant MD Ash Management, LLC
Mirant Michigan Investments, Inc.
Mirant Mid-Atlantic Services, LLC
Mirant New England, Inc.
Mirant New York, Inc.
Mirant NY-Gen, LLC
Mirant Parker, LLC
Mirant Peaker, LLC
Mirant Piney Point, LLC
Mirant Portage County, LLC
Mirant Potomac River, LLC

Mirant Potrero, LLC

Mirant Services, LLC

Mirant Special Procurement, Inc.

Mirant Sugar Creek Holdings, Inc.

Mirant Sugar Creek Ventures, Inc.

Mirant Sugar Creek, LLC

Mirant Texas Investments, Inc.

Mirant Texas Management, Inc.

Mirant Texas, LP

Mirant Wichita Falls Investments, Inc.

Mirant Wichita Falls Management, Inc.

Mirant Wichita Falls, LP

Mirant Wyandotte, LLC

Mirant Zeeland, LLC

Shady Hills Power Company, L.L.C.

West Georgia Generating Company, L.L.C.

In addition, at the time of filing of these voluntary petitions, these entities collectively filed a motion seeking entry of an order jointly administering and consolidating for administrative purposes only these chapter 11 cases.

**CERTIFIED COPY OF THE RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
HUDSON VALLEY GAS CORPORATION**

The undersigned, hereby certifies:

1. The undersigned is the duly elected and incumbent assistant secretary of Hudson Valley Gas Corporation (the "Corporation").
2. Attached hereto is a true and correct copy of resolutions of the board of directors of the Corporation adopted and recorded in the Minute Book of the Corporation on July 14, 2003, which resolutions are in full force and effect and have not been amended, modified or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this 14 day of July, 2003.



Name: Elizabeth B. Chandler
Title: Assistant Secretary

HUDSON VALLEY GAS CORPORATION

WHEREAS, the executive officers and financial and legal advisors of the Corporation have reviewed and discussed with the Board of Directors the Corporation's current circumstance regarding financial liquidity;

WHEREAS, the Board of Directors has evaluated and considered the information provided and the recommendations of the Corporation's executive officers and financial and legal advisors;

Chapter 11 Filing

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is desirable and in the best interests of the Corporation, its creditors, employees, stockholders and other interested parties, that the Corporation file a petition seeking relief under the provisions of chapter 11, title 11 of the United States Code (the "Bankruptcy Code"); and

FURTHER RESOLVED, that the officers of the Corporation (the "Authorized Persons") or any one of them be, and each hereby is, authorized, empowered and directed, on behalf of and in the name of the Corporation, to execute and verify a voluntary petition for relief under chapter 11 of the Bankruptcy Code and to cause the same to be filed with the United States Bankruptcy Court for the Northern District of Texas (the "Bankruptcy Court") at such time as the Authorized Person executing said petition on behalf of the Corporation, shall determine; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to execute and file all petitions, schedules, lists, motions, pleadings, instruments, affidavits, applications, disclosure statements and all materials related thereto, and to take such additional actions as they may deem necessary or proper with a view to the successful prosecution of the Corporation's chapter 11 case;

Retention of Professionals

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the Corporation, the law firm of White & Case LLP, upon such terms and conditions as the Authorized Persons shall approve, to render legal services to, and to represent the Corporation pursuant to Section 327(a) of the Bankruptcy Code, in connection with the chapter 11 proceedings; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the Corporation, the law firm of Haynes and Boone, LLP, upon such terms and conditions as the Authorized Persons shall approve, to render legal services to, and to represent the

Corporation as local counsel pursuant to Section 327(a) of the Bankruptcy Code, in connection with the chapter 11 proceedings; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the Corporation, the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, upon such terms and conditions as the Authorized Persons shall approve, to render legal services as special counsel to the Corporation pursuant to Section 327(e) of the Bankruptcy Code; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the Corporation, the firm of Sitrick And Company, upon such terms and conditions as the Authorized Persons shall approve, to render communications consulting and public relation services to the Corporation in connection with the chapter 11 proceedings; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the Corporation, the firm of AlixPartners, LLC, upon such terms and conditions as the Authorized Persons shall approve, to render financial advisory services to the Corporation in connection with the chapter 11 proceedings; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the Corporation, the firm of The Blackstone Group, upon such terms and conditions as the Authorized Persons shall approve, to render financial advisory services to the Corporation in connection with the chapter 11 proceedings; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the Corporation, the firm of Charles River Associates Incorporated, upon such terms and conditions as the Authorized Persons shall approve, to render energy consulting and asset valuation and related services to the Corporation in connection with the chapter 11 proceedings; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the Corporation, other attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist in the Corporation's chapter 11 case, upon such terms and conditions as the Authorized Persons shall approve, to assist the Corporation in connection with the chapter 11 proceedings;

Debtor-in-Possession Financing

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, on behalf of the Corporation as debtor and debtor-in-possession, authorized, empowered and directed to negotiate, execute, deliver and perform, as any Authorized Person deems appropriate or proper, one or more credit facilities (the "DIP Facility") together with all related agreements, instruments and documents prepared in connection therewith including, without limitation, financing statements, undertakings, certificates, any notes evidencing the obligations of the Corporation under a DIP Facility, any guarantees, mortgages, pledge or hypothecation agreements or any other security agreements evidencing the liens and security interests granted to the lenders under a DIP Facility, and any modifications or supplements thereto, necessary or appropriate to facilitate the transactions contemplated by a DIP Facility pursuant to which DIP Facility, the Corporation and/or one or more affiliates of the Corporation will borrow and re-borrow funds and obtain the use of cash collateral in such amounts, from such lender or lenders and on such terms as may be approved by any Authorized Person; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized, empowered and directed to grant security interests in and liens upon all or substantially all of the Corporation's assets as may be deemed necessary by such Authorized Persons in connection with such borrowings under a DIP Facility or the use of such cash collateral, and that the Corporation's granting of any such security interest be, and hereby is approved; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized, empowered and directed to execute and file all petitions, motions, pleadings, instruments, affidavits, applications and all materials related thereto, and to take such additional actions as they may deem necessary or proper to obtain the approval of the Bankruptcy Court for the DIP Facility;

General

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person (i) to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code, (ii) otherwise in connection with the chapter 11 cases, or any manner related thereto, or (iii) by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed and approved; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each of them hereby is, with full authority to act without the others, authorized, empowered and directed, in the name and on behalf of the Corporation to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.