

**MEMORANDUM OF LEASE AGREEMENT**

NAME AND ADDRESS OF LESSOR: COUNTY OF ROCKLAND  
INDUSTRIAL DEVELOPMENT AGENCY  
ONE BLUE HILL PLAZA  
PEARL RIVER, NEW YORK 10965

NAME AND ADDRESS OF LESSEE: MIRANT BOWLINE, LLC  
140 SAMSONDALE AVENUE  
WEST HAVERSTRAW, NEW YORK 10993  
  
HUDSON VALLEY GAS CORPORATION  
140 SAMSONDALE AVENUE  
WEST HAVERSTRAW, NEW YORK 10993

DATE OF EXECUTION OF LEASE: June \_\_\_\_, 2006

DESCRIPTION OF LEASED PREMISES: See Exhibit "A" annexed hereto

TERM OF LEASE: The lease shall be for a term of seven years, and commences on June 30, 2006, and shall terminate no later than May 31, 2014.

IN WITNESS WHEREOF, the parties hereto have respectively executed this Memorandum of Lease this \_\_\_\_ day of June, 2006.

**COUNTY OF ROCKLAND INDUSTRIAL  
DEVELOPMENT AGENCY**

By: \_\_\_\_\_  
Eric Dranoff, Chairperson

**MIRANT BOWLINE, LLC,**  
a Delaware limited liability company

By: Mirant New York, Inc., its sole member

By: \_\_\_\_\_  
Jeffrey R. Perry, President

**HUDSON VALLEY GAS CORPORATION**

By: \_\_\_\_\_  
Jeffrey R. Perry, President

STATE OF NEW YORK     )  
                                          ) ss:  
COUNTY OF ROCKLAND )

On the \_\_\_\_ day of \_\_\_\_\_ in the year 2006 before me, the undersigned, a notary public in and for said state, personally appeared ERIC DRANOFF, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

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Notary Public

STATE OF NEW YORK     )  
                                          ) ss:  
COUNTY OF ROCKLAND )

On the \_\_\_\_ day of \_\_\_\_\_ in the year 2006 before me, the undersigned, a notary public in and for said state, personally appeared JEFFREY R. PERRY, President of Mirant New York, Inc., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

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Notary Public

STATE OF NEW YORK     )  
                                          ) ss:  
COUNTY OF ROCKLAND )

On the \_\_\_\_ day of \_\_\_\_\_ in the year 2006 before me, the undersigned, a notary public in and for said state, personally appeared JEFFREY R. PERRY, President of Hudson Valley Gas Corporation, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

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Notary Public