

AFFIDAVIT

In the Matter of Taxation

of the

County of Rockland Industrial Development Agency

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

Peter H. Swartz, being duly sworn, deposes and says:

1. That I am an attorney-at-law duly licensed in the State of New York with an office located in Syracuse, New York, and I am counsel to Mirant Bowline, LLC.

2. Upon information and belief the County of Rockland Industrial Development Agency (the “**Agency**”), a corporate governmental agency, constituting a public benefit corporation of the State of New York, was established by the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18A and Section 925-1 of the General Municipal law (Chapter 24 of the Consolidated Laws of New York), as amended (collectively, the “**Act**”).

3. That as of June 30, 2006, the Agency will enter into a “Straight Lease” transaction with Mirant Bowline, LLC and Hudson Valley Gas Corporation (collectively, the “**Company**”), by which the Agency will acquire a leasehold interest in the premises known as Bowline Electric Generating Facility (the “**Premises**”) to be used as an electric generating plant.

4. That concurrently with the delivery of a lease from the Company to the Agency (the “**Company Lease**”), the Agency will enter into a sublease between the Agency, as lessor, and the Company, as lessee, dated as of June 30, 2006 (the “**Lease Agreement**”) with the Company pursuant to which the Agency will lease the Premises to the Company in consideration for the payment by the Company of rent as defined in the Lease Agreement.

5. That pursuant to Section 874 of the Act, the Agency is regarded as performing a governmental function and is required to pay no taxes or assessments upon any of the property acquired by it or under its jurisdiction or control or supervision or upon its activities.

6. That pursuant to Section 1405(b)(1) of the Tax Law of the State of New York the real estate transfer tax shall not apply to any lease conveying a leasehold interest in property to the State of New York or any of its instrumentalities, agencies or political subdivision (or any public corporation).

7. That pursuant to the provisions of Section 8017 of the Civil Practice Law and Rules of the State of New York, no clerk shall charge or collect a fee for filing, recording or

indexing any paper, documents, map or proceeding filed, recorded or indexed for the County, or any agency or officer thereof acting in an official capacity.

8. I hereby submit that no mortgage recording tax, real estate transfer tax, or other tax or fee for filing, recording or indexing should be imposed in connection with this transaction or related financings for which the Premises is offered as collateral.

Peter H. Swartz
Hiscock & Barclay, LLP

Sworn to before me this
___ day of _____, 2006

Notary Public