

CERTIFICATE OF INCUMBENCY

The undersigned, President of Hudson Valley Gas Corporation, a corporation duly organized and authorized to do business in the State of New York, with a principal office for the transaction of business at 140 Samsondale Avenue, West Haverstraw, New York, (the “**Corporation**”) hereby certifies that the following are the shareholders and officers of the said Corporation:

<u>Name and Address of Shareholders</u>	<u>Interest Owned</u>
Mirant New York, Inc.	100%

Name of Officers

Jeffrey R. Perry, President

The undersigned further certifies that pursuant to a resolution of the Board of Directors of the Corporation, the following officers are empowered to execute documents related to banking and business in which the Corporation may engage:

Name of Officers

Jeffrey R. Perry, President

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incumbency as of the 30th day of June, 2006, acknowledging that the County of Rockland Industrial Development Agency will rely upon the same in conjunction with making other financial accommodations in favor of the aforesaid Corporation.

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 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.

Notary Public