

**WRITTEN CONSENT OF MEMBERS  
IN LIEU OF MEETING  
MIRANT LOVETT, LLC**

The undersigned Members (“**Members**”) of Mirant Lovett, LLC (the “**Company**”) are all of the members that would be necessary to authorize or take the actions authorized at a meeting.

The Operating Agreement grants to the members the power and authority on behalf of the Company to borrow funds and execute mortgages, or any other documents, in connection with the borrowing of funds by the Company. The Operating Agreement further grants to the members the power and authority to enter into all agreements, leases or other transactions on behalf of the Company.

The Company is desirous of entering into a lease agreement with the County of Rockland Industrial Development Agency (“**Agency**”) and all other related documents for the purpose of obtaining the benefits of certain tax exemptions.

The Members hereby execute the within consent pursuant to the operating agreement for the purpose of authorizing the Company to execute any and all documents in connection with the above described loan and the transaction with the Agency.

NOW therefore, the parties hereto consent as follows:

1. The undersigned Members hereby authorize the Company to do and perform all acts and execute and deliver all instruments and documents of whatever kind and nature necessary, or incidental to, or, required by the Agency for the transaction of all business of the Company with the Agency including the execution of a lease agreement, indemnification agreements, leases and all of the documents in connection with said transaction for the purpose of complying with the terms of the lease agreement with the Agency.

2. That all acts and things heretofore done and all documents and instruments heretofore executed on behalf of the Company in the transaction of its business with the Agency are hereby ratified, approved and confirmed.

3. That the Agency may rely upon any act of the Members set forth herein which is authorized by this certificate and which is performed in the manner specified herein (including without limitation all amendments and modifications of existing documents) unless the Agency shall have received a certificate setting forth any changes in such personnel or until written notice expressly terminating this authority prospectively shall have been received by the Agency; and that the Members or officers, as the case may be, are authorized to certify to the Agency any changes from time to time in the personnel set forth in said vote and specimens of their respective signatures.

4. The undersigned further certify that the foregoing actions are all in accordance with the provisions of the operating agreement of the Company; that no one of such actions is in conflict with any provision thereof; that all such actions are now in full force and effect without any amendment or modification thereof; and that the following are all of the members and managers of the Company; and that any one (1) of the undersigned is authorized to execute such documents on behalf of the Company.

IN WITNESS WHEREOF the undersigned have executed this consent as of the 30th day of June, 2006.

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

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

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