

NCP Dade Power LLC

c/o Caithness Corporation
565 Fifth Avenue, 29th Floor
New York, NY 10017

October 22, 2004

RECEIVED

NOV 04 2004

BUREAU OF AIR REGULATION

VIA US MAIL

Florida Department of Environmental Protection
Bureau of Air Regulation
Twin Towers Office Building
2600 Blainstone Road
Tallahassee, FL 32399-2400

Attn: Ms. Trina L. Vielhauer, Chief

Re: Pasco Cogen Ltd. – Response to September 16, 2004 letter

Dear Ms. Vielhauer:

In response to your requests for further documentation in connection with the Responsible Official Notification form submitted July 27, 2004, enclosed please find the following:

1. Certificate of Conversion of NCP Dade Inc. to NCP Dade LLC filed in the State of Delaware on March 1, 2004.
2. NCP Dade Florida Qualification filed on June 24, 2004.
3. Amendment to the Certificate of Partnership of Pasco Cogen updating the General Partner's name and address filed in Florida on September 24, 2004.
4. Certificate of Incumbency of Officer of NCP Dade Power LLC dated October 22 2004.

Together, these documents should be sufficient to satisfy the Department of Environmental Protection's concern regarding the status of the Responsible Official.

If you should have any further concerns, please let me know.

Sincerely,
Pasco Cogen Ltd.

By: NCP Dade Power, LLC
Its general Partner



Kenneth P. Hoffman
Vice President

cc: FL DEP

Mr. Bruce Mitchell

Mr. Jeff Delgado

Mr. Ted DeRocher

Mr. Richard Christmas

Ms. Gail Conboy

Delaware

PAGE 1

The First State

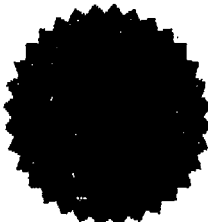
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NCP DADE POWER INCORPORATED" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NCP DADE POWER INCORPORATED" TO "NCP DADE POWER LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2004, AT 12:16 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF MARCH, A.D. 2004, AT 11:58 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2263878 8100V

040153071

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2960237

DATE: 03-01-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:16 PM 03/01/2004
FILED 12:16 PM 03/01/2004
SRV 040153071 - 2263878 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION**

General Corporation Law of the State of Delaware Section 266

**CERTIFICATE OF CONVERSION
OF
NCP DADE POWER INCORPORATED
INTO
NCP DADE POWER LLC**

NCP Dade Power Incorporated, a corporation organized and existing under the laws of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the current name of the Corporation is NCP Dade Power Incorporated and the name under which the Corporation was originally incorporated was NCP Dade Power Incorporated.

SECOND: That the Corporation was organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 23rd day of May, 1991.

THIRD: That the name of the Delaware limited liability company into which the Corporation shall be converted is "NCP Dade Power LLC."

FOURTH: That this conversion has been approved by the board of directors of the Corporation, by unanimous written consent, in accordance with the General Corporation Law of the State of Delaware, Section 266.

FIFTH: That this conversion has been approved by the sole stockholder of the Corporation, by written consent, in accordance with the General Corporation Law of the State of Delaware, Section 266.

SIXTH: That this conversion is intended to become effective, for all purposes, at 11:58 p.m. Eastern Standard Time on the 1st day of March, 2004.

[remainder of this page intentionally left blank]

IN WITNESS WHEREOF, said NCP Dade Power Incorporated has caused this Certificate of Conversion to be signed by Sara L. Henning, an authorized officer this 1st day of March, 2004.

By: /s/ Sara L. Henning
Authorized Officer

Name: Sara L. Henning

Title: Secretary



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 24, 2004

TROY TODD
CSC
TALLAHASSEE, FL

Qualification documents for NCP DADE POWER LLC were filed on June 24, 2004, and assigned document number M04000002478. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date. In accordance with section 608.406(2), F.S., the name of this limited liability company is filed with the Department of State for public notice only and is granted without regard to any other name recorded with the Division of Corporations.

A limited liability company annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please contact this office at the address given below.

Buck Kohr
Document Specialist
Registration/Foreign Qualification
Division of Corporations

Letter Number: 304A00041789

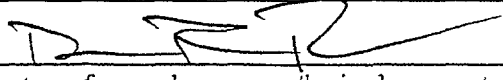
Account number: 072100000032

Amount charged: 125.00

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. NCP Dade Power LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 33-0505981
(FEI number, if applicable)
4. March 11, 2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. March 11, 2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. NCP Dade Power LLC, c/o ArcLight Capital Holdings, LLC
200 Clarendon Street, 55th floor, Boston, MA 02117
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:
Teton East Coast Generation LLC, c/o ArcLight Capital Holdings, LLC
200 Clarendon Street, 55th floor, Boston MA 02117
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: Investment in Power
Project


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Daniel R. Revers, Authorized Representative
Typed or printed name of signee

FILED
04 JAN 24 PM 12:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

NCP DADE POWER LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Deborah D. Skipper

(Signature)

Deborah D. Skipper
Asst. V. Pres.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

PAGE 1

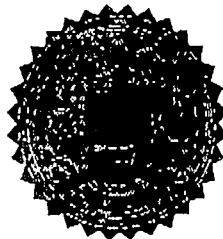
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NCP DADE POWER LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NCP DADE POWER LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF MAY, A.D. 1991.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2263878 8300

AUTHENTICATION: 3190577

040463273

DATE: 06-23-04

SEP-24-2004 16:34

TECO LEGAL DEPARTMENT

Best Available Copy

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P.01

A31304

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000192483 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : TECO ENERGY, INC.
Account Number : 076424001012
Phone : (813) 228-1431
Fax Number : (813) 228-1328

RECEIVED
04 SEP 23 AM 7:35
DIVISION OF CORPORATIONS

LIMITED PARTNERSHIP AMENDMENT

PASCO COGEN, LTD.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$61.25

Electronic Filing Menu

Corporate Filing

Public Access Help

J. BRYAN SEP 27 2004

SEP-24-2004 16:34

TECO LEGAL DEPARTMENT

8132281328

P.02

FILED
2004 SEP 24 AM 9:43
CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

PASCO POWER, LTD.

(has been amended on the with Florida Dept. of State)

Pursuant to the provisions of section 820.10, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on March 11, 2002, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate which number(s) being amended, added, or deleted)

1. The name and address of the General Partners of the Limited Partnership are:

Pasco Project Investment Partnership, Ltd.
c/o TECO Wholesale Generation, Inc.
702 N. Franklin St.
Tampa, FL 33602

NCP Dade Power LLC (E/k/a NCP Dade Power Incorporated)
c/o Archlight Capital Holdings, LLC
700 Clarkson St., 5th floor
Boston, MA 02117

M04000002478

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Pasco Project Investment Partnership, Ltd.

Signature of current general partner:

By: Pasco Power GP, Inc., its General Partner

By: W.F. O'Brien
W.F. O'Brien, VP

Signature(s) of new general partner(s), if applicable:

NCP Dade Power LLC

[Signature]

By: Christopher McCallion, VP

((H04000192483 3)))

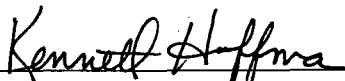
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NCP DADE POWER LLC

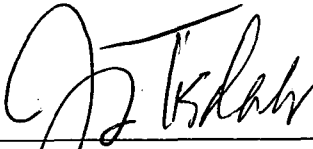
Certificate of Incumbency

The undersigned, secretary of NCP Dade Power LLC, a Delaware limited liability company (the "Company"), hereby certifies that:

1. the Company is a general partner of Pasco Cogen, Ltd., a Florida limited partnership; and
2. Kenneth Hoffman is a duly elected and acting Vice President of the Company on the date hereof, and that the signature affixed below is his true and genuine signature.


Kenneth Hoffman, Vice President


In witness whereof, the undersigned has executed this Certificate as of this ____ day of October, 2004.


John A. Tisdale,
Secretary and General Counsel

Commonwealth
State of Massachusetts:

County of Suffolk:

On this 22ND day of October, 2004, before me appeared John A. Tisdale, to me personally known, who, being by me duly sworn (or affirmed), did say that he is the Secretary and General Counsel of NCP Dade LLC and that said limited liability company has no corporate seal, and that said instrument was signed in behalf of said limited liability company by authority of its board of managers, and said John A. Tisdale acknowledged said instrument to be the free act and deed of said limited liability company.


Notary Public
Commission Expires:

ROBERT M. TREVISANI
Notary Public
Commonwealth of Massachusetts
My Commission Expires
October 23, 2009