

Jeb Bush
Governor

Department of Environmental Protection

Twin Towers Office Building
2600 Blair Stone Road
Tallahassee, Florida 32399-2400

David B. Struhs
Secretary

March 5, 2002

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Donald M. McArthur
V.P., Environmental Affairs
Orion Power Holdings Inc./Orion Atlantic Ltd.
7 East Redwood Street
Baltimore, Maryland 21202

Mr. Gary A. Lambert
Vice President
CPV Atlantic Ltd.
35 Braintree Hill Office Park, Suite 107
Braintree, Massachusetts 02184

Re: DEP File No. 1110101-002-AC (PSD-FL-312)
Atlantic Generating Station
Transfer of Ownership


Gentlemen:

This letter is to acknowledge receipt on January 30, 2002 of the Application for Transfer of Air Permit for the CPV Atlantic Power Generating Facility from CPV Atlantic, Ltd. to Orion Power Atlantic, Ltd. The proposed facility will be constructed pursuant to the referenced air construction permit in St. Lucie County, Florida.

The Application for Transfer of Air Permit was signed by both of and notarized in your respective states. The Department has reasonable assurance that a transfer of ownership is in effect between the two parties. The Department has amended its records in the Air Resources Management System to transfer the permit as requested.

Please advise the Department immediately if any facts stated above are in error. If you have any questions regarding this matter, please call Al Linero at 850/921-9523.

Sincerely,


for C. H. Fancy, P.E., Chief,
Bureau of Air Regulation

CHF/al

Enclosure

Cc: Jack D. Doolittle, ECT
Tom Tittle, DEP SED
Chair, St. Lucie County BCC

"More Protection, Less Process"

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Environmental Consulting & Technology, Inc.

RECEIVED

January 29, 2002
ECT No. 010718-0100

JAN 30 2002

BUREAU OF AIR REGULATION

Mr. Alvero Linero
Florida Department of Environmental Protection
Bureau of Air Regulation
Twin Towers Office Building, MS 5505
2600 Blair Stone Road
Tallahassee, Florida 32399-2400

Re: Atlantic Generating Station—Florida Department of Environmental Protection (FDEP) File
No. 1110101 (PSD-FL-312)

Dear Al:

As we discussed, Orion Power Holdings, Inc. (OPH), has purchased CPV Atlantic, Ltd., which owned the CPV Atlantic Power Generating Facility in St. Lucie County, Florida. Subsequent to the purchase, OPH has changed the name of CPV Atlantic, Ltd., to Orion Power Atlantic, Ltd., and the name of the facility to the Atlantic Generating Station.

This correspondence is being submitted to request a transfer in the ownership of the CPV Atlantic Power Generating Facility from CPV Atlantic, Ltd., to Orion Power Atlantic, Ltd., an affiliate of OPH. Attached please find FDEP Form No. 62-210.900(7) with the relevant information and the signatures of the authorized representatives of CPV Atlantic, Ltd., and Orion Power Atlantic, Ltd. Also enclosed is a copy of the U.S. Environmental Protection Agency (EPA) form changing the designated representative at an acid rain source to Donald M. McArthur representing Orion Power Atlantic, Ltd.

Please call if you have any questions.

Sincerely,

ENVIRONMENTAL CONSULTING & TECHNOLOGY, INC.

Jack D. Doolittle
Project Manager

JDD/dlm

3701 Northwest
98th Street
Gainesville, FL
32606

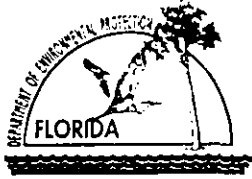
(352)
332-0444

FAX (352)
332-6722

cc: D. McArthur, Orion Power Holdings, Inc.
D. Strong, Orion Power Holdings, Inc.
G. Lambert, CPV Atlantic, Ltd.

Y:\GDP-02\CPV-ORION\JDD0129.DOC 1

An Equal Opportunity/Affirmative Action Employer



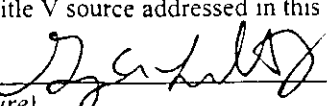
Department of Environmental Protection

Division of Air Resources Management

APPLICATION FOR TRANSFER OF AIR PERMIT

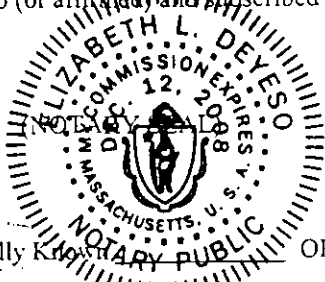
<input checked="" type="checkbox"/> Title V Permit No. *: _____	<u>Title V Permit not yet applied for.</u>
<input type="checkbox"/> Non-Title V Permit No(s): _____	_____


Notification of Sale or Legal Transfer

Facility Owner/Company Name (As Currently Permitted): CPV Atlantic, Ltd.	Facility ID No.: 1110101
Site Name: Atlantic Power Generating Facility	County: St. Lucie
Street Address or Other Locator: Glades Cutoff Road Approx. 1 mile Southwest of Intersection with Midway Road	
City: Port St. Lucie	Zip Code: 34914
I, the undersigned, hereby notify the department of the sale or legal transfer of the facility listed above. Under its current air permit(s), I am the owner or authorized representative of the non-Title V source or the responsible official of the Title V source addressed in this application, whichever is applicable.  (Signature) Name: <u>Gary A. Lambert</u> Title: <u>Vice President</u> Date: <u>1/18/02</u>	

STATE OF MA
COUNTY OF NORFOLK

Sworn to (or affirmed) and subscribed before me this 18th day of January, 2002.




(Signature of Notary Public) _____
Notary Public
Commonwealth of Massachusetts
My Commission Expires
December 12, 2008
(Name of Notary Typed, Printed, or Stamped)

Personally Known _____ OR Produced Identification _____

Type of Identification Produced _____

* Title V Sources Only: Attach a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the current and new permittee. If there is a change in designated representative at an Acid Rain source, submit a copy of the Certificate of Representation submitted to EPA pursuant to 40 CFR 72, subpart B. A Statement of Compliance (DEP Form 62-213.900(7)) covering the portion of the calendar year up to the date of transfer of responsibility shall be submitted to the Department after the date of transfer, as required by Rule 62-213.440(3)(a)2.b., F.A.C.


Notification of New Ownership

New Facility Owner/Company Name:
Orion Power Atlantic, Ltd.

New Site Name:
Atlantic Generating Station

County:
St. Lucie

I, the undersigned, am or will be the new owner or authorized representative* of the non-Title V source or the new responsible official of the Title V source addressed in this application, whichever is applicable. I further state that I have examined the application and documents submitted by the current permittee, the basis on which the above listed permit(s) was/were issued by the Department, and state that they accurately and completely describe the permitted facility. I further state that I am familiar with the permit(s), agree to comply with its/their terms and conditions, and agree to assume the rights and liabilities contained therein. I hereby certify, based on information and belief formed after reasonable inquiry, that the statements made in this application are true, accurate and complete. I also agree to promptly notify the Department of any future change in ownership of, or responsibility for, the permitted facility.


(Signature)

Name: Donald M. McArthur

Title: Vice President of Environmental Affairs/AAR, Orion Power Holdings, Inc. Date: 1/25/02

Mailing Address: Orion Atlantic, Ltd., 7 East Redwood Street

City: Baltimore, MD Zip Code: 21202

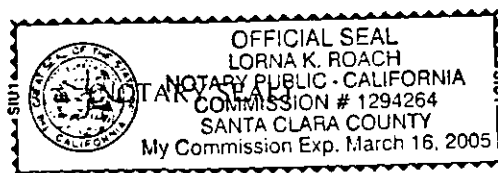
Telephone No: 410/230-3501 Fax No.: 410/468-0973

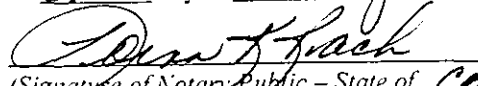
Effective Date of Sale or Legal Transfer: 10/12/01

(If not yet known, leave blank. Once known, date must be provided to the Department to process a change of ownership administrative permit correction in accordance with Rule 62-210.360, F.A.C.)

STATE OF California
COUNTY OF Santa Clara

Sworn to (or affirmed) and subscribed before me this 25th day of January 20 02.




(Signature of Notary Public - State of CA)

Lorna K. Roach
(Name of Notary Typed, Printed, or Stamped)

Personally Known _____ OR Produced Identification X

Type of Identification Produced CAD # A1548951

* Attach letter of authorization if other than owner or corporate officer.

Allowance Tracking System Report

Date: 12/13/01

Page 1 of 1

ACCOUNT INFORMATION

Account Number 05561400CT01
Plant/Account Name Orion Power Atlantic, Ltd.
AAR ID Number 1831
AAR Name Donald M. McArthur
AAR Address 7 East Redwood Street
AAR Address 10th Floor
AAR City Baltimore
AAR State MD
AAR Zip 21202
AAR Phone 408 - 267 - 2686
AAR Fax 408 - 267 - 3692
AAR Email don.mcarthur@orionpower.com

ALT ID Number
ALT Name
ALT Phone
ALT Fax
ALT Email

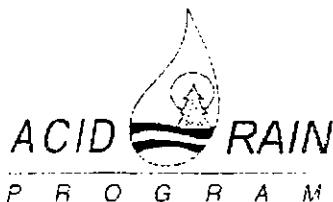
Binding Party Information

<u>Binding Party Name</u>	<u>Binding Party Type</u>
Orion Power Operating Svcs Inc	Operator
Orion Power Atlantic, Ltd.	Owner

AAR History:

AAR NAME	AAR/ ALTERNATE	START	END
Donald M. McArthur	AAR	12/12/2001	CURRENT
Peter J. Podurziel	AAR	05/18/2001	12/11/2001

Please review the information shown above and report any errors, along with supporting documentation, to the address listed below, or call the Acid Rain Hotline.



Acid Rain Hotline: (202) 564-9620

U.S. Environmental Protection Agency
Clean Air Markets Division (6204-N)
U.S. mail address: 1200 Pennsylvania Ave., NW
Washington, DC 20460
Overnight mail address: 633 3rd Street, NW
Washington, DC 20001

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Donald M. McArthur
V.P., Environmental Affairs
Orion Power Holdings Inc./Orion Atlantic Ltd
7 East Redwood Street
Baltimore, Maryland 21202

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly)

2349

B. Date of Delivery

3/16/02

C. Signature

X T. Seaphal

☐ Agent☐ Addressee

D. Is delivery address different from item 1?

☐ Yes

If YES, enter delivery address below:

☐ No

3. Service Type

☒ Certified Mail☐ Express Mail☐ Registered☐ Return Receipt for Merchandise☐ Insured Mail☐ C.O.D.

4. Restricted Delivery? (Extra Fee)

☐ Yes

2

7001 0320 0001 3692 9243

PS Form 3811, July 1999

Domestic Return Receipt

102595-00-M-0952

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(Endorsement Required)

Total Postage & Fees

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Sent To

Gary A. Lambert

Street, Apt. No.,

or 35 Braintree Hill Offc. Park, # 107

City, State, Zip+4

Braintree, Massachusetts 02184

PS Form 3800, January 2001

See Reverse for Instructions

U.S. Postal Service**CERTIFIED MAIL RECEIPT**

(Domestic Mail Only; No Insurance Coverage Provided)

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Postage

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Certified Fee

Return Receipt Fee
(Endorsement Required)Restricted Delivery Fee
(Endorsement Required)

Total Postage & Fees

\$

Postmark
Here

Sent To

Donald M. McArthur

Street, Apt. No.,

or 7 East Redwood St.

City, State, Zip+4

Baltimore, Maryland 21202

PS Form 3800, January 2001

See Reverse for Instructions