

## Memorandum

Date: December 15, 2010

To: File 78-7254

From: Craig L. Saxton *CLS*

Re: Ownership of 78-7254

---

Section 42-206 provides (emphasis added):

42-206.RESIDENCE A REQUISITE FOR ISSUANCE. No permit to appropriate water for power purposes in the state of Idaho shall hereafter be granted to any person or association of persons not an actual bona fide resident or residents of the state of Idaho, nor to any corporation or partnership unless organized or qualified to do business in and under the laws of the state of Idaho.

Permit 78-7254 is in the name El Dorado Hydro which is a subsidiary of ENEL North America Inc. ENEL North America Inc. is the power company and El Dorado Hydro is the plant name.

The Idaho Secretary of State Lists CHI Mountain States Operations Inc as a business in good standing and can operate in the State of Idaho.

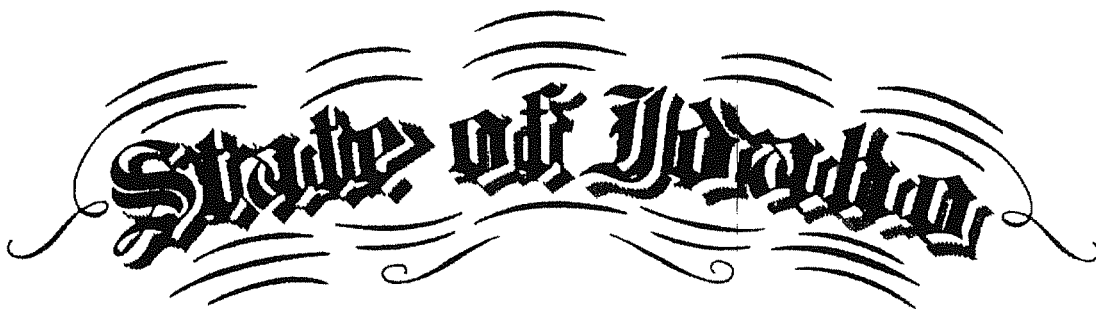
|                                                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Due no later than Jul 31, 2010<br/>Annual Report Form</b>                                                                                             |
| <b>1. Mailing Address: Correct in this box if needed.</b>                                                                                                |
| CHI MOUNTAIN STATES OPERATIONS, INC.<br>DEREK DEBLOIS ENEL NORTH AMERICA<br>ONE TECH DRIVE STE 220<br>ONE ANDOVER TECH CENTER<br>ANDOVER MA 01810<br>USA |

Internet research found that CHI Mountain States Operations was acquired by ENEL North America in December of 2000.

Evidence indicates that the entity listed on permit 78-7254 is in compliance with section 42-206, Idaho Code.

|                                                                                                                  |                     |                                                                                                                                                                                                                                                 |                                |
|------------------------------------------------------------------------------------------------------------------|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| No. <b>C 92864</b>                                                                                               |                     | <b>Due no later than Jul 31, 2010</b>                                                                                                                                                                                                           |                                |
| Return to:<br>SECRETARY OF STATE<br>700 WEST JEFFERSON<br>PO BOX 83720<br>BOISE, ID 83720-0080                   |                     | <b>Annual Report Form</b><br><br>1. Mailing Address: Correct in this box if needed.<br>CHI MOUNTAIN STATES OPERATIONS, INC.<br>DEREK DEBLOIS ENEL NORTH AMERICA<br>ONE TECH DRIVE STE 220<br>ONE ANDOVER TECH CENTER<br>ANDOVER MA 01810<br>USA |                                |
| <b>NO FILING FEE IF<br/>RECEIVED BY DUE DATE</b>                                                                 |                     | 2. Registered Agent and Address <b>(NO PO BOX)</b><br>CT CORPORATION SYSTEM<br>1111 W JEFFERSON STE 530<br>BOISE ID 83702<br>USA                                                                                                                |                                |
| 3. <u>New</u> Registered Agent Signature:*                                                                       |                     |                                                                                                                                                                                                                                                 |                                |
| 4. Corporations: Enter Names and Business Addresses of President, Secretary, Directors and (optional) Treasurer. |                     |                                                                                                                                                                                                                                                 |                                |
| Office Held                                                                                                      | Name                | Street or PO Address                                                                                                                                                                                                                            | City State Country Postal Code |
| DIRECTOR                                                                                                         | VICTOR A ENGEL      | ONE TECH DR., STE 220                                                                                                                                                                                                                           | ANDOVER MA USA 01810           |
| DIRECTOR                                                                                                         | MICHAEL I STORCH    | ONE TECH DR., STE 220                                                                                                                                                                                                                           | ANDOVER MA USA 01810           |
| TREASURER                                                                                                        | MARCO FOSSATARO     | ONE TECH DR., STE 220                                                                                                                                                                                                                           | ANDOVER MA USA 01810           |
| SECRETARY                                                                                                        | STEPHEN E CHAMPAGNE | ONE TECH DR., STE 220                                                                                                                                                                                                                           | ANDOVER MA USA 01810           |
| PRESIDENT                                                                                                        | TONI VOLPE          | ONE TECH DR., STE 220                                                                                                                                                                                                                           | ANDOVER MA USA 01810           |
| 5. Organized Under the Laws of:<br><b>DE</b><br><b>C 92864</b>                                                   |                     | 6. Annual Report must be signed.*<br>Signature: Marco Fossataro<br>Name (type or print): Marco Fossataro<br><br>Date: 06/21/2010<br>Title: CFO, VP, Treas./Asst. Sec.                                                                           |                                |
| Processed 06/21/2010 * Electronically provided signatures are accepted as original signatures.                   |                     |                                                                                                                                                                                                                                                 |                                |

92868



**Department of State.**

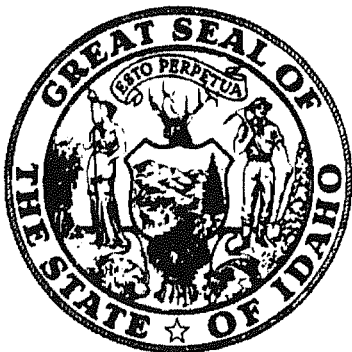
**CERTIFICATE OF AUTHORITY  
OF**

**CHI MOUNTAIN STATES OPERATIONS, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **CHI MOUNTAIN STATES OPERATIONS, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **CHI MOUNTAIN STATES OPERATIONS, INC.** to transact business in this State under the name **CHI MOUNTAIN STATES OPERATIONS, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 23, 1990**



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is CHI Mountain States Operations, Inc.

2. The name which it shall use in Idaho is CHI Mountain States Operations, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is July 10, 1990 and the period of its duration is perpetuity

5. The address of its principal office in the state or country under the laws of which it is incorporated is

One Greenwich Plaza, Greenwich, CT 06830

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701

and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To engage in any lawful act or activity for which corporations are qualified to transact business in Idaho.

9. The names and respective addresses of its directors and officers are:

| Name                                     | Office                                       | Address                                                   |
|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| <u>Olof S. Nelson</u>                    | <u>President/Director</u>                    | <u>44 Patterson Avenue</u><br><u>Greenwich, CT 06830</u>  |
| <u>Michael I. Storch</u>                 | <u>Exec. Vice Pres. /</u><br><u>Director</u> | <u>28 Deming Lane</u><br><u>Stamford, CT 06930</u>        |
| <u>Robert B. Milligan,</u><br><u>Jr.</u> | <u>Secretary/Director</u>                    | <u>107 Long Shore Lane</u><br><u>Madison, CT 06433</u>    |
| <u>Patrick J. Danna</u>                  | <u>Treasurer/Asst.</u><br><u>Secretary</u>   | <u>20 Reservoir Place</u><br><u>Belleville, NJ 07109</u>  |
| <u>Michael J. Alessi,</u><br><u>Sr.</u>  | <u>Vice President</u><br><u>Operations</u>   | <u>14 Dover Eliot Road</u><br><u>S. Berwick, ME 03908</u> |
| <u>Ram Sainani</u>                       | <u>Vice President</u><br><u>Engineering</u>  | <u>281 Rolling Ridge</u><br><u>Norwalk, CT 06851</u>      |

(continued on reverse)

| Name                | Office                              | Address                                               |
|---------------------|-------------------------------------|-------------------------------------------------------|
| Daniel S. Pease     | Vice President/<br>Construction     | 3 Redwood Street<br>Townsend, MA 01469                |
| Pascal J. Brun      | Vice President/<br>Corp. Dev.       | 3745 The Boulevard<br>Westmont, Quebec, Canada H2N2J4 |
| Neil A. Manna       | Asst. Treasurer/<br>Asst. Secretary | 315 Henry Street<br>Fairfield, CT 06430               |
| Ronnie V. Gurney    | Asst. Treasurer of<br>Taxes         | 195 Guinea Road<br>Stamford, CT 06930                 |
| Michael B. Peisner  | Assistant<br>Secretary              | 26 Overset Road<br>Portland, ME 04103                 |
| John W. Bernotavicz | Assistant<br>Secretary              | RFD #1, Box 1900<br>Litchfield, ME 04350              |
|                     |                                     |                                                       |
|                     |                                     |                                                       |
|                     |                                     |                                                       |

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 7/13/90

CHI Mountain States Operations, Inc.  
(Corporation Name)  
By [Signature]  
Its ~~President~~ Executive Vice President (please specify)  
and John W. Bernotavicz  
Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF CONNECTICUT )  
COUNTY OF Fairfield ) ss: Canwich

I, Leah M. B. Suter, a notary public, do hereby certify that on  
this 12<sup>th</sup> day of July, 19 90, personally appeared before  
me Michael I. Storch, who being by me first duly sworn, declared that (s)he  
is the Executive Vice/ President of CHI Mountain States Operations, Inc.

that (s)he signed the foregoing document as Executive Vice President of the corporation and that  
the statements therein contained are true.

Leah M. B. Suter  
Notary Public  
My COMMISSION EXPIRES 3/31/92

# State of Delaware

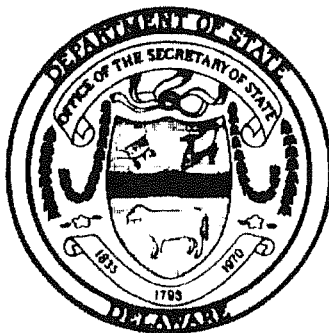


## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CHI MOUNTAIN STATES OPERATIONS, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

|||||

RECORDED  
30 JUL 23 PM 9 32



720198085

*Michael Harkins*  
Michael Harkins, Secretary of State

12728664

AUTHENTICATION:

DATE:

07/17/1990