State of Utah
DEPARTMENT OF COMMERCE
Division of Corporations & Commercial Code

From Utah: SCA - Regular Business - Not a Corp.
Kaiser Power of Sunnyside - Revoked '88

0004

FAX Transmission

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****

To: Janean

Company: Natl Resources, Div Oil Gas Mining

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****

From: Roberta - Dept Commerce Div of Corp
From Delaware

Comments: Kaiser Power of Sunnyside, Inc and Kaiser Systems, Inc
P.O. Box 2383
Boston, MA 02107
Chairman Joseph E. Cresci
Pres. Donald A. Livingston
~~Sec.~~ ~~Bayard R. Kraft III~~

State of Utah
Division of Corporations
and Commercial Code
160 East 300 South/Box 45801
Salt Lake City, Utah 84145-0801
Telephone (801) 530-6024
FAX (801) 530-6438

3/92

Delaware # (302) ~~736-5492~~ 739-3073
Dover, Delaware

RESPONSE TO COMPLETENESS DEFICIENCIES
PERMIT APPLICATION (PRO/007/035)

R645-301-112.100 thru 210

The Applicant, Sunnyside Cogeneration Associates (SCA), is a Utah joint venture between Kaiser Power of sunnyside, Inc. (KPS) and Kaiser Systems, Inc. (KSI), both of which are Delaware corporations. KPS and KSI are wholly owned subsidiaries of Sunnyside Power Corporation (SPC), a Utah corporation. SPC is a wholly owned subsidiary of Environmental Power corporation (EPC), a Delaware corporation. Information regarding these entities appears in Figure 1-4, Corporate Structure.

R645-301-112.300 thru 330

The Applicant, SCA, is a Utah joint venture. SCA holds the contracts, property, and permits for the project in its name. Because the joint venture is essentially a partnership between KPS and KSI, SCA has no corporate information of its own. Therefore, information regarding the two entities which comprise the joint venture, KPS and KSI, is provided. Pursuant to your request, information regarding SPC, the corporation that owns KPS and KSI, and EPC, the corporation who owns SPC, is also provided herein.

The names, addresses and social security numbers of each person who has owned or controlled the Applicant, that person's relationship to the Applicant (including percentage of ownership and location in the organization structure), title of the person's position, date position assumed, when submitted under R645-300-147, and the date of departure from that position is provided as follows for SPC, KPS and KSI:

Joseph E. Cresci SSN: 149-30-9412	President and Director of SPC, KPS and KSI (from December 1987 to present)	200 State Street 13th Floor Boston, MA 02109
Donald A. Livingston SSN: 009-30-7980	Vice President and Director of SPC, KPS and KSI (from December 1987 to present)	200 State Street 13th Floor Boston, MA 02109
Joseph L. Serafini SSN: 012-32-0385	Secretary and Director of SPC, KPS and KSI (from December 1987 to February 1990)	200 State Street 13th Floor Boston, MA 02109
Bayard R. Kraft, III SSN: 136-42-3293	Treasurer of SPC, KPS and KSI (from April 1985 to present); Secretary of SPC, KPS and KSI (from February 1990 to present)	Box 45 109 Union Street Manchester, VT 05254

SPC, KPS and KSI are wholly owned subsidiaries of EPC. The stock in these entities is owned 100% by EPC. Environmental Power Corporation is a publicly owned and traded corporation. A list of all the directors and officers, past and present, in EPC, along with titles, social security numbers and terms of office is provided below. In addition, the following individuals own more than 5% of the stock in the corporation: Joseph E. Cresci and Donald A. Livingston (information on these individuals is provided above). The

information on EPC is as follows:

Name	Title	Social Security No.	Term
Joseph E. Cresci	President Chief Executive Officer Chairman of the Board Director	149-30-9412	1982-1991 1982-Present 1982-Present 1982-Present
Donald A. Livingston	Executive Vice President Director President & Chief Operating Officer	009-30-7980	1982-1991 1982-Present 1991-Present
Dennis P. Flynn	Senior Vice President, Chief Financial Officer and Director	325-35-5525	1986-9/88
Joseph L. Serafini	Secretary and Director	012-32-0355	1988-2/89
William R. Dimeling	Director	190-32-0800	1986-Present
G. William Helm, Jr.	Director	N/Avail.	1986-1987
Robert W. Baldridge	Director	N/Avail.	1986-6/87
John A.S. McGlennon	Director	005-36-0808	1986-3/90
Oliver G. Richard, III	Director	438-88-1449	1986-10/91
Peter J. Blampied	Director	023-32-8112	1988-Present
Jordan L. Golding	Director	015-22-0615	1988-3/92
Gary H. Kapplier	Vice President- Municipal Refuse Development	456-94-5151	1988-4/89
Earl O. Smith	Vice President - Combustion	516-30-0743	1987-6/89
Michael G. Thomas	Vice President - Engineering and Construction	464-80-0804	1988-10/89
Bayard R. Kraft, III	Controller Treasurer Chief Financial Officer Secretary	136-42-3293	1987-1988 1987-Present 1988-Present 1989-Present
Brent W. Blauch	Vice President - Waste Coal Development	197-40-5200	1987-6/90
John R. Spencer	Vice President - Hydropower Development	044-40-1378	1987-9/89
Edward B. Koehler	Director	148-50-2056	1992

R645-301-123

The previously submitted permit document contained a notarized signature of Joseph E. Cresci, President of SPC, KPS and KSI. The signature was located in the front of Book One prior to the Table of Contents. A copy of the notarized signature has been attached to this memo as Figure 1-5.

CORPORATE STRUCTURE

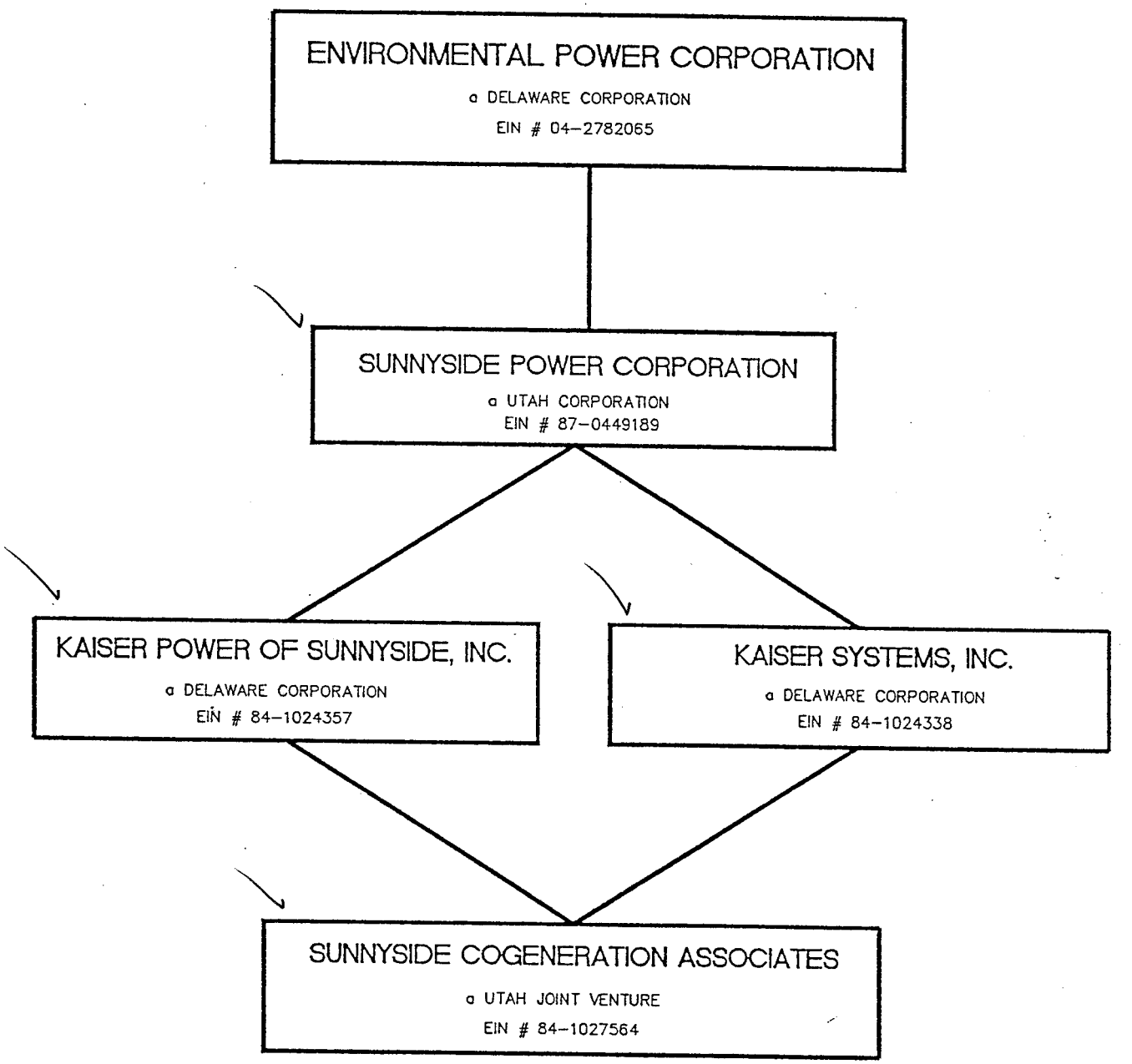

FIGURE 1-4

ECKHOFF WATSON AND PREATOR ENGINEERING
ENGINEERS PLANNERS SURVEYORS SALT LAKE CITY

11/6

Joe -

Even more recent!!
For 510(c).
Thank you!
Brian

Brian - Burnett
530 (730)
7428

CHAPTER ONE
100 GENERAL CONTENTS

112 IDENTIFICATION OF INTERESTS

112.100 Statement as to Type of Entity

The Applicant, Sunnyside Cogeneration Associates (SCA), is a Utah joint venture between Kaiser Power of sunnyside, Inc. (KPS) and Kaiser Systems, Inc. (KSI), both of which are Delaware corporations. KPS and KSI are wholly owned subsidiaries of Sunnyside Power Corporation (SPC), a Utah corporation. SPC is a wholly owned subsidiary of Environmental Power corporation (EPC), a Delaware corporation. Information regarding these entities appears in Figure 1-4, Corporate Structure.

112.210 Information Regarding Applicant

Local

Sunnyside Cogeneration Associates
Attention: David Pearce
P.O. Box 58087
Salt Lake City, Utah 84158-0087

Boston Office

Sunnyside Cogeneration Associates
c/o Environmental Power Corporation
200 State Street, 13th Floor
Boston, Massachusetts 02109
Telephone: (617) 720-5550
Employer Identification No.: 84-1027584

112.220 Information Regarding Resident Agent

C T Corporation System
8th Floor 50 W. Broadway
Salt Lake City, Utah 84101
Telephone: (801) 364-1228
Employer Identification No.: 510006522

112.230 Information Regarding Abandoned Mine Land Reclamation Fee:

Not applicable.

112.300-330 Information Regarding "Owners" and "Controllers"

The Applicant, SCA, is a Utah joint venture. SCA holds the contracts, property, and permits for the project in its name. Because the joint venture is essentially a partnership between KPS and KSI, SCA has no corporate information of its own. Therefore, information regarding the two entities which comprise the joint venture, KPS and KSI, is provided. Pursuant to your request, information regarding SPC, the corporation that owns KPS and KSI, and EPC, the corporation who owns SPC, is also provided herein.

The names, addresses and social security numbers of each person who has owned or controlled the Applicant, that person's relationship to the Applicant (including percentage of ownership and location in the organization structure), title of the person's position, date position assumed, when submitted under R645-300-147, and the date of departure from that position is provided as follows for SPC, KPS and KSI:

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Joseph L. Serafini SSN: 012-32-0385	Secretary and Director of SPC, KPS and KSI (from December 1987 to February 1990)	200 State Street 13th Floor Boston, MA 02109
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SPC, KPS and KSI are wholly owned subsidiaries of EPC. The stock in these entities is owned 100% by EPC. EPC is a publicly owned and traded corporation. A list of all the directors and officers, past and present, in EPC, along with titles, social security numbers and terms of office is provided below. In addition, the following individuals own more than 5% of the stock in the corporation: Joseph E. Cresci (29%) and Donald A. Livingston (13%). Information regarding these individuals is provided above. The information on EPC is as follows:

Name	Title	Social Security No.	Term
Joseph E. Cresci	President Chief Executive Officer Chairman of the Board Director	149-30-9412	1982-1991 1982-Present 1982-Present 1982-Present
Donald A. Livingston	Executive Vice President Director President & Chief Operating Officer	009-30-7980	1982-1991 1982-Present 1991-Present

Dennis P. Flynn	Senior Vice President, Chief Financial Officer and Director	325-35-5525	1986-9/88
Joseph L. Serafini	Secretary and Director	012-32-0355	1988-2/89
William R. Dimeling	Director	190-32-0800	1986-Present
G. William Helm, Jr.	Director	N/Avail.	1986-1987
Robert W. Baldridge	Director	N/Avail.	1986-6/87
John A.S. McGlennon	Director	005-36-0808	1986-3/90
Oliver G. Richard, III	Director	438-88-1449	1986-10/91
Peter J. Blampied	Director	023-32-8112	1988-Present
Jordan L. Golding	Director	015-22-0615	1988-3/92
Gary H. Kapplier	Vice President- Municipal Refuse Development	456-94-5151	1988-4/89
Earl O. Smith	Vice President - Combustion	516-30-0743	1987-6/89
Michael G. Thomas	Vice President - Engineering and Construction	464-80-0804	1988-10/89
Bayard R. Kraft, III	Controller Treasurer Chief Financial Officer Secretary	136-42-3293	1987-1988 1987-Present 1988-Present 1989-Present
Brent W. Blauch	Vice President - Waste Coal Development	197-40-5200	1987-6/90
John R. Spencer	Vice President - Hydropower Development	044-40-1378	1987-9/89
Edward B. Koehler	Director	148-50-2056	1992

112.340-420 Further Information Regarding Owners and Controllers

Neither the Applicant, KPS, KSI nor any of the "owners" or "controllers" listed above has owned or controlled a coal mining and reclamation operation in the United States within five years preceding the date of this Permit Application; nor do they have any other pending coal mine operation permit application.

112.500 Surface and Mineral Property

There are no legal or equitable owners of the surface or mineral property to be mined other than the Applicant (see R645-301-112.210 above). Additionally, there are no holders of any leasehold interest nor any purchasers of record under a real estate contract for the property to be mined.

**** TRANSMIT CONFIRMATION REPORT ****

Journal No.	:	005
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Transmitter	:	DIV OIL GAS & MINING
Date	:	Jan 13,93 11:12
Document	:	08 pages
Time	:	03'47"
Mode	:	G3 NORMAL
Result	:	OK

Norman H. Bangerter
Governor
Dee C. Hansen
Executive Director
Dianne R. Nielson, Ph.D.
Division Director

State of Utah

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203
801-538-5340

UTAH DIVISION OF OIL, GAS AND MINING
FACSIMILE TRANSMISSION COVER SHEET

DATE: 1/13/95

FAX # 364-9127

ATTN: BRIAN BURNETT

COMPANY

FROM: Joe Helfrich

DEPARTMENT: DOGM

NUMBER OF PAGES BEING SENT (INCLUDING THIS ONE): 8

If you do not receive all of the pages, or if they are illegible, please call (801) 538-5340.

We are sending from a Murata facsimile Machine. Our telecopier number is (801) 359-3940.

MESSAGES:

BRIAN: ~~[illegible]~~ COMPARE THIS INFO TO YOUR APPLICATION; MAKE ANY CHANGES AND FAX THEM TO ME

THANKS SO MUCH

an equal opportunity employer

071679
6705-18
Rev 2-85

APPLICATION TO TRANSACT BUSINESS UNDER AN ASSUMED NAME

RECEIVED
'85 APR 25 AM 11:0[illegible]
DIVISION OF CORPORATIONS
STATE OF UTAH

Division of Corporations & Commercial Code
Assumed Name Section
160 East 3rd South
P.O. Box 45801
Salt Lake City, Utah 84145-0801
Telephone 532-6935

FILING INSTRUCTIONS:
1. Filing Fee: $10.00
2. File in Duplicate
3. Type or print must be legible
4. Check payable to: State of Utah

~~120455~~

******Filing shall be effective for a period of 5 years from the date of approval******

1. *The assumed name is* SUNNYSIDE COGENERATION ASSOCIATES

2. *The nature of the business is* electrical power generation, sales and operation

3. *Business address* 102 South Tejon, #400, P.O. Box 2679, Colorado Springs, CO 80901-2679
(Street) (City) (State) (Zip Code)

4. *Registered agent (MUST BE UTAH RESIDENT AT STREET ADDRESS).*

0093621 Ms. Denise A. Dragoo
Fabian & Clendenin
(Name) Denise A. Dragoo

215 South State Street, 12th Floor
(Street Address)
Salt Lake City, Utah 84111-2309
(City) (State) (Zip Code)

5. *Name or names of the person or persons owning, and transacting business, with their addresses, are as follows: If same as agent, please check. ( )*

Names*	Addresses
Kaiser Power of Sunnyside, Inc. ok CO 120447	102 South Tejon, #400, P.O. Box 2679
ok CO	Colorado Springs, CO 80901-2679
Kaiser Systems, Inc. 120455	102 South Tejon, #400, P.O. Box 2679
	Colorado Springs, CO 80901-2679

*If the applicant is a corporation, said corporation must be incorporated/qualified in the State of Utah and be in good standing.

Signatures of Persons Named Above

Kaiser Power of Sunnyside, Inc.
By: Pamela K. Simpson, Secretary
Kaiser Systems, Inc.
By: x Robert E Barton, Treasurer

Utah Department of Commerce
Division of Corporations & Commercial Code
160 E. 300 South, P.O. Box 45801
Salt Lake City, Utah 84145-0801

Peter Van Alstyne, Director

RENEWAL OF BUSINESS NAME REGISTRATION

071679 02/01/91
SUNNYSIDE COGENERATION ASSOCIATES
~~C/O DENISE A. DRAGOO%FABIAN/+~~
~~215 SO. STATE ST. 12TH FL~~
~~SALT LAKE CITY, UT~~
~~84111~~

c/o Fred Finlinson
Callister, Duncan & Nebeker
Suite 800 Kennecott Bldg.
Salt Lake City, UT
84133

Treasurer

Expiration Date: 04/25/91

Your registered business name registration will expire on the above date. You may renew this business name registration for 3 years by returning the coupon at the bottom of this page with the renewal fee of $20.00 to:

Business Name Registration
Division of Corporations & Commercial Code
Salt Lake City, Utah 84189

Date Rec'd. 3/11/91	Date Due
G/L Dist.	Approved
Date Posted	Date Paid
Posted By	Check No.

Please Note: Changes concerning names of persons or ownership, or addresses may be reported by writing them on this document. You may NOT change the business name on this form. You must sign your name next to any changes you make. For assistance you may phone 530-4849

Cancellation Policy: If you wish to have your business name expire, you may disregard this notice.

0000127833

Approved by the Division of Corporations and Commercial Code of the Utah State Department of Business Regulation
this 21st day of Sept A.D. 19 87
Corporate Documents Examiner BS
Fees paid $ 50.00

File Duplicate Originals

'87 SEP 21 PM 1:41

ARTICLES OF INCORPORATION

OF

Sunnyside Power Corporation

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Sunnyside Power Corporation

ARTICLE II

The period of duration shall be Perpetual

ARTICLE III

The purpose or purposes for which the corporation is organized

To conduct business as an independent power producer engaged in the acquisition, development, construction and operation of power generation facilities; to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized; and to exercise any and all powers granted to corporations governed by the provisions of the Business Corporation Act of the State of Utah.

CONSENT TO
USE OF NAME

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue and the par value of the shares is

1,000 shares of common stock, no par value

ARTICLE V

The corporation shall not commence business until consideration of the value of at least one thousand dollars has been received for the issuance of shares.

ARTICLE VI

Provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are NONE

ARTICLE VII

Provisions for the regulation of the internal affairs of the corporation are

See Exhibit A attached hereto

ARTICLE VIII

The address of the initial registered office of the corporation is c/o CT Corporation System, 136 South Main Street, Salt Lake City, Utah 84101, and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE IX

The number of directors constituting the initial board of directors of the corporation is Three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	*Address*
Joseph E. Cresci	3369 Barrows Rd., Stowe, Vermont
Donald A. Livingston	P.O. Box 753, Manchester Village, VT
Joseph L. Serafini	17 Ravine Road, Wellesley, MA

ARTICLE X

The names and address of the incorporators are:

Joseph E. Cresci	3369 Barrows Rd., Stowe, Vermont
Donald A. Livingston	P.O. Box 753, Manchester, Vermont
Joseph L. Serafini	17 Ravine Road, Wellesley, MA

Dated this 15th day of Sept, 19 87.

Joseph E. Cresci

Donald A. Livingston

Joseph L. Serafini

STATE OF Massachusetts)
COUNTY OF Suffolk) ss

Subscribed and sworn to before me this 15th day of September A.D. 19 87.

Patricia A Lennon

Notary Public

MY COMMISSION EXPIRES JULY 26, 1991

My Commission Expires: JULY 26, 1991

EXHIBIT A

Article VII

Other lawful provisions for the regulation of the internal affairs of the corporation are as follows:

(a) The directors may make, amend, or repeal the bylaws in whole or in part, except with respect to any provision of such bylaws which by law or these Articles or by the bylaws requires action by the Stockholders.

(b) The corporation shall have the power to be a partner in any business enterprise which this corporation would have the power to conduct by itself.

(c) No director of the corporation shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for actions under Section 16-10-44; or (iv) for any transaction from which the director derived an improper personal benefit.

Acknowledgement of Registered Agent

Pursuant to Article VII of the Articles of Incorporation of Sunnyside Power Corporation, the undersigned hereby acknowledges acceptance on behalf of CT Corporation System as registered agent for this corporation.

Executed this 15 day of September, 1987.

CT Corporation System

by Mitzi Shapiro
Mitzi Shapiro
Spec. Asst. Secy.

1:41 SEP 21 PM 1:41

State of Utah
Corporation Division
160 East 300 South
P.O. Box 45801
Salt Lake City

Re: Consent to use of corporate name

Dear Sir or Madam:

The undersigned, as general partners of the Sunnyside Cogeneration Associates, a registered DBA with your office, do hereby certify that they have no objection to the use of its name by an entity called Sunnyside Power Corporation.

Very truly yours,

Kaiser Power of Sunnyside

By _____
B. G. Godec

Kaiser Systems, Inc.

By _____
B. G. Godec