



Application For Permit Transfer and Application for Transfer of Pending Application
(In Accordance with Uniform Procedures, 6NYCRR Part 621)

NOTE: Please read ALL instructions before completing this application. Please TYPE or PRINT clearly in ink.

PART 1 - TRANSFEREE (New Owner/Operator/Lessee/Applicant) COMPLETES:

1. LIST PERMIT NUMBER(S) AND THEIR EFFECTIVE AND EXPIRATION DATES
Part 360 Permit # 8-5736-00005/00003-0, Eff. 9/5/08, Exp. 9/4/18
2. NAME OF TRANSFEREE
GMMM Lockwood LLC
STREET ADDRESS, CITY, STATE, ZIP CODE
800 E. Elizabeth Avenue, Linden, NJ, 07036
3. NAME OF FACILITY/PROJECT
Lockwood Ash Disposal Facility
STREET ADDRESS CITY STATE ZIP CODE
One mile west of AES Greenidge LLC station
4. FACILITY CONTACT NAME
Anthony Frassetto
STREET ADDRESS CITY STATE ZIP CODE
800 E. Elizabeth Avenue, Linden, NJ, 07036
5. HAS WORK BEGUN ON THE PROJECT?
Yes [X] No [] If "No," proposed starting date: Approximate completion date:
6. CERTIFICATION: This certifies that the transferee seeks to be the legally responsible party for operations or project development either authorized by the permits identified above or proposed in applications identified above.

PART 2 - TRANSFEROR (Present or Former Owner/Operator/Lessee/Applicant) COMPLETES:

1. NAME OF TRANSFEROR
AES Eastern Energy LP
STREET ADDRESS, CITY, STATE, ZIP CODE
720 Riverside Drive, Johnson City, NY 13790
2. NAME OF FACILITY/PROJECT, if different from Facility Name in Part 1:
3. CERTIFICATION: This certifies that the facility and/or application referenced in Part 1 of this form [X] will be / [] was transferred to the party identified as the new transferee (owner/operator/lessee/applicant) on about 12/21/12 (date).
Printed Name and Title of Transferor Dean Daniels, Director and VP, AES NY LLC, General Partner
Signature of Transferor Date 12/3/12

PART 3 - PERMIT TRANSFER VALIDATION SECTION -- DEPARTMENT OF ENVIRONMENTAL CONSERVATION COMPLETES:

[X] Transfer of permit approved, effective as of DECEMBER 27, 2012. Transferee subject to conditions of original permit, without exception.
[] Transfer of permit approved, with the following modifications or contingencies related to this Permit Transfer: (COPY ATTACHED)
[] See attached revised permit page(s):
[] Transfer of application approved. See attached for additional information required.
[] Transfer denied, new application required. Please complete the enclosed permit application and return it to the undersigned Regional Permit Administrator at the address listed on the reverse side of this form.

PERMIT ADMINISTRATOR
Name SCOTT E. SHEELEY Signature Scott E. Sheeley Date 01/15/2013

NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION

DEC PERMIT NUMBER 8-5736-00005/00003-0
FACILITY/PROGRAM NUMBER(S) 62N01

EFFECTIVE DATE: September 5, 2008
EXPIRATION DATE(S) September 4, 2018

PERMIT

Under the Environmental Conservation Law (ECL)

- TYPE OF PERMIT NEW Renewal Modification PERMIT TO CONSTRUCT Permit to Operate
- | | | |
|---|--|---|
| <input type="checkbox"/> Article 15, Title 5:
Protection of Waters | <input type="checkbox"/> 6NYCRR 608: Water Quality
Certification | <input checked="" type="checkbox"/> Article 27, Title 7;
6NYCRR 360: Solid Waste
Management |
| <input type="checkbox"/> Article 15, Title 15:
Water Supply | <input type="checkbox"/> Article 17, Titles 7, 8:
SPDES | <input type="checkbox"/> Article 27, Title 9;
6NYCRR 373: Hazardous
Waste Management |
| <input type="checkbox"/> Article 15, Title 15:
Water Transport | <input type="checkbox"/> Article 19: Air Pollution
Control | <input type="checkbox"/> Article 34: Coastal
Erosion Management |
| <input type="checkbox"/> Article 15, Title 15:
Long
Island Wells | <input type="checkbox"/> Article 23, Title 27:
Mined Land Reclamation | <input type="checkbox"/> Articles 1, 3, 17, 19,
27,
37; NYCRR 380: Radiation
Control |
| <input type="checkbox"/> Article 15, Title 27:
Wild, Scenic
and Recreational Rivers | <input type="checkbox"/> Article 24: Freshwater
Wetlands | <input type="checkbox"/> Other: |
| | <input type="checkbox"/> Article 25: Tidal
Wetlands | |

PERMIT ISSUED TO AES, Eastern Energy, L.P.		TELEPHONE NUMBER 607-729-6950	
ADDRESS OF PERMITTEE 720 Riverside Drive, Johnson City, NY 13790 ATTN: Douglas Roll			
CONTACT PERSON FOR PERMITTED WORK Douglas Roll (AES Greenidge, LLC)		TELEPHONE NUMBER 315-536-2359	
NAME AND ADDRESS OF PROJECT/FACILITY AES Greenidge, LLC, Lockwood Disposal Facility, Swarthout Road			
LOCATION OF PROJECT/FACILITY About one mile west of AES Greenidge, LLC, Facility			
COUNTY Yates	TOWN Torrey	WATERCOURSE Water Body:	NYTM COORDINATES E: N:
DESCRIPTION OF AUTHORIZED ACTIVITY Construct and operate an industrial waste landfill for the disposal of coal combustion wastes (fly ash, bottom ash, water/wastewater sludges, and mill rejects) and the mining of on-site soils related to landfill construction and operation.			

By acceptance of this permit, the permittee agrees that the permit is contingent upon strict compliance with the ECL, all applicable regulations, the General Conditions specified (see page 2) and any Special Conditions included as part of this permit.

PERMIT ADMINISTRATOR: Peter Lent	ADDRESS 6274 E. Avon-Lima Rd, Avon, NY 14414
AUTHORIZED SIGNATURE <i>Peter A. Lent</i>	DATE 9/5/2008
R 805	Page <u>1</u> of <u>9</u>



NOTIFICATION OF OTHER PERMITTEE OBLIGATIONS

Item A: Permittee Accepts Legal Responsibility and Agrees to Indemnification

The permittee expressly agrees to indemnify and hold harmless the Department of Environmental Conservation of the State of New York, its representatives, employees, and agents ("DEC") for all claims, suits, actions, and damages, to the extent attributable to the permittee's acts or omissions in connection with the permittee's undertaking of activities in connection with, or operation and maintenance of, the facility or facilities authorized by the permit whether in compliance or not in compliance with the terms and conditions of the permit. This indemnification does not extend to any claims, suits, actions, or damages to the extent attributable to DEC's own negligent or intentional acts or omissions, or to any claims, suits, or actions naming the DEC and arising under article 78 of the New York Civil Practice Laws and Rules or any citizen suit or civil rights provision under federal or state laws.

Item B: Permittee's Contractors to Comply with Permit

The permittee is responsible for informing its independent contractors, employees, agents and assigns of their responsibility to comply with this permit, including all special conditions while acting as the permittee's agent with respect to the permitted activities, and such persons shall be subject to the same sanctions for violations of the Environmental Conservation Law as those prescribed for the permittee.

Item C: Permittee Responsible for Obtaining Other Required Permits

The permittee is responsible for obtaining any other permits, approvals, lands, easements and rights-of-way that may be required to carry out the activities that are authorized by this permit.

Item D: No Right to Trespass or Interfere with Riparian Rights

This permit does not convey to the permittee any right to trespass upon the lands or interfere with the riparian rights of others in order to perform the permitted work nor does it authorize the impairment of any rights, title, or interest in real or personal property held or vested in a person not a party to the permit.

GENERAL CONDITIONS

General Condition 1: Facility Inspection by the Department

The permitted site or facility, including relevant records, is subject to inspection at reasonable hours and intervals by an authorized representative of the Department of Environmental Conservation (the Department) to determine whether the permittee is complying with this permit and the ECL. Such representative may order the work suspended pursuant to ECL 71-0301 and SAPA 401(3). The permittee shall provide a person to accompany the Department's representative during an inspection to the permit area when requested by the Department. A copy of this permit, including all referenced maps, drawings and special conditions, must be available for inspection by the Department at all times at the project site or facility. Failure to produce a copy of the permit upon request by a Department representative is a violation of this permit.

General Condition 2: Relationship of this Permit to Other Department Orders and Determinations

Unless expressly provided for by the Department, issuance of this permit does not modify, supersede or rescind any order or determination previously issued by the Department or any of the terms, conditions or requirements contained in such order or determination.

General Condition 3: Applications for Permit Renewals or Modifications

The permittee must submit a separate written application to the Department for renewal, modification or transfer of this permit. Such application must include any forms or supplemental information the Department requires. Any renewal, modification or transfer granted by the Department must be in writing. The permittee must submit a renewal application at least:

- a) 180 days before expiration of permits for State Pollutant Discharge Elimination System (SPDES), Hazardous Waste Management Facilities (HWMF), major Air Pollution Control (APC) and Solid Waste Management Facilities (SWMF); and
- b) 30 days before expiration of all other permit types.

Submission of applications for permit renewal or modification are to be submitted to:

NYSDEC Regional Permit Administrator - Region 8 - 6274 E Avon-Lima Rd - Avon NY 14414

General Condition 4: Permit Modifications, Suspensions and Revocations by the Department

The Department reserves the right to modify, suspend or revoke this permit in accordance with 6 NYCRR Part 621. The grounds for modification, suspension or revocation include:

- a) materially false or inaccurate statements in the permit application or supporting papers;
- b) failure by the permittee to comply with any terms or conditions of the permit;
- c) exceeding the scope of the project as described in the permit application;
- d) newly discovered material information or a material change in environmental conditions, relevant technology or applicable law or regulations since the issuance of the existing permit;
- e) noncompliance with previously issued permit conditions, orders of the commissioner, any provisions of the Environmental Conservation Law or regulations of the Department related to the permitted activity.

ADDITIONAL GENERAL CONDITIONS FOR ARTICLE 27 (Title 7, AES Greenidge, LLC, Lockwood Disposal Facility)

5. All activities authorized by this permit must be in strict conformance with the approved plans submitted by the applicant or his agent as part of the permit application. Such approved plans (drawings) were prepared by Daigler Associates, March 2007.

SPECIAL CONDITIONS

I. General Applicability

1. Unless expressly authorized in writing or unless modified by conditions of any permit issued by the Department of Environmental Conservation (the "Department"), construction and operation of the AES Greenidge, LLC, Lockwood Disposal Facility (Landfill) and related facilities shall be carried out in strict conformance with the plans, specifications, and reports are supplemented by the materials submitted with the 2006 renewal application, as follows:
- (a) Application for a Solid Waste Management Facility Permit pursuant to 6NYCRR Part 360, for the renewal of the Permit to Construct and Operate the AES Greenidge, LLC, Lockwood Ash Disposal Facility, dated 11/30/2006 and signed by Douglas J. Roll.
 - (b) Updated Operation and Maintenance Manual, Volume I, dated February 2007.
 - (c) Updated Contingency Plan, Volume I, dated February 2007.
 - (d) Updated Drawings, Volume I, dated March 2007.
 - (e) Updated Construction Quality Assurance/Construction Quality Control Plan, Volume I, dated February 2007.
 - (f) Updated Conceptual Closure Plan, Volume I, dated February 2007.
 - (g) Updated Environmental Monitoring Plan, Volume II, dated February 2007.
 - (h) Updated Site Analytical Plan, Volume II, dated February 2007

DEC PERMIT NUMBER 8-5736-00005/00003-0	FACILITY ID NUMBER 62N01
PROGRAM NUMBER	PAGE 3 OF 9



For Article 27 (Title 7, AES Greenidge, LLC, Lockwood Disposal Facility)

2. The Permittee shall comply with all conditions of this permit and the appropriate edition of 6NYCRR Part 360 as outlined in this permit or as directed in writing by the Department. Non-compliance constitutes a violation of ECL Article 27, Title 7 and is grounds for enforcement action, permit suspension, revocation, or modification, or denial of a permit renewal or modification application
3. The Permittee must maintain a copy of all application materials, plans, reports, permits, and approvals at the site or at the AES Greenidge, LLC Station Office and make these documents available to any representative of the Department. The Permittee must also maintain a copy of all written approvals and directives in a like manner, together with a copy of the effective edition of NYCRR Part 360.
4. Unless otherwise specified by the Department, two (2) copies of all plans, reports, or other submissions related to the design, construction, operation, or monitoring of this facility must be submitted to: Regional Solid & Hazardous Materials Engineer, NYS Department of Environmental Conservation, 6274 East Avon-Lima Road, Avon, NY 14414.
5. Within 60 days of the effective date of this permit renewal, the permittee must provide an acceptable method of financial assurance sufficient to cover the costs of closure and post closure of the facility in its current active status. Annual updates (based on the calendar year) will be required.
6. In the event an authorized Department representative makes a determination that the Permittee is in non-compliance with any provision of the Environmental Conservation Law, or with any regulation promulgated thereunder or any provision of this permit or any judicial or administrative order applicable to the facility, the Permittee must, upon receipt of written or oral Notice of Non-Compliance from the Department, immediately take such steps as are necessary to correct, abate, or remediate the non-complying condition. When oral notice is given, the Department will provide a confirming written Notice of Non-Compliance. To the extent feasible, the Permittee must consult the Department regarding the selection and implementation of such remedial measures. Any instance of non-compliance, together with the responsive measures and results of such remedial measures, must be recorded in writing by the Permittee, and submitted to the Department. Failure to do so shall constitute non-compliance with this permit.
7. The Permittee shall take all steps to minimize or correct any adverse impact on human health or the environment resulting from facility operations. The Permittee shall report any such activity which may endanger human health or the environment to the DEC Region 8 Regional Solid & Hazardous Materials Engineer. Any such information shall be reported orally or via electronic e-mail within 24 hours from the time the Permittee becomes aware of the circumstances and followed up in writing within seven days.

DEC PERMIT NUMBER 8-5736-00005/00003-0	FACILITY ID NUMBER 62N01
PROGRAM NUMBER	PAGE 4 OF 9



For Article 27 (Title 7, AES Greenidge, LLC, Lockwood Disposal Facility)

8. The Permittee shall allow, at reasonable times, any authorized representative of the Department upon the presentation of proper credentials, to:
 - (a) Have access to and copy any records that must be kept under the conditions of this permit or Part 360;
 - (b) Enter and inspect any buildings, facilities, equipment (including monitoring and control equipment), practices, or operations regulated or required under this permit; and
 - (c) Sample or monitor for the purpose of assuring permit compliance or as otherwise authorized by the ECL or any applicable law, regulation, permit or Order, any substances or parameters at any location.
9. The provisions of this permit are severable, and if any provision of this permit, or the application of any provision of this permit to any circumstance is held invalid, the application of such provision to other circumstances and the remainder of this permit shall not be affected thereby.
10. The provisions of this permit shall not be construed to limit the Department's authority as otherwise established by law or regulation.
11. This approval does not relieve the applicant of the responsibility of complying with applicable Federal, State or local ordinances, regulations, or laws. This approval is not transferable without prior written approval by the Department.
12. Upon transfer of ownership of the landfill site, or any portion thereof, a provision shall be included in the property deed indicating the period of time during which the property has been used as a landfill, a description fo the wastes contained within, and the fact that the records for the facility have been filed with the Department. Said deed shall also reference a map which shall be filed with the Yates County Clerk, showing the limits of the landfilled areas within the property.
13. No work shall take place within one-hundred feet of a wetland subject to jurisdiction under New York State Regulations until a permit is obtained from the Department as required under Article 24 of the Environmental Conservation Law.
14. Open burning at the site is prohibited except pursuant to a permit issued by the Department under Part 215 of this title.

DEC PERMIT NUMBER 8-5736-00005/00003-0	FACILITY ID NUMBER 62N01
PROGRAM NUMBER	PAGE 5 OF 9



For Article 27 (Title 7, AES Greenidge, LLC, Lockwood Disposal Facility)

II. Landfill Construction

15. Not less than thirty (90) days prior to the commencement of the construction of Stage III of the landfill, the Permittee must submit to the Department for its review and approval, updated construction plans and technical specifications. The liner materials approved for the construction of previous Stage II of this facility remain acceptable for Stage III construction. The Department will provide a written response of any defects or omissions in the plans within sixty (60) days of receipt.
16. Written notice of the commencement of all major portions of on-site construction activities must be made to the Department. The Permittee shall submit to the Department, prior to the commencement of construction, a construction schedule which indicates the anticipated beginning and end dates for all major construction activities. These activities include, but are not limited to, the commencement of the clearing and grading of any large areas, commencement of the placement of the liner for any large section, covering of any section of the leachate collection system, all quality control and quality assurance testing activities and the commencement of construction of any section of permanent final cover. The Permittee shall submit an updated schedule to the Department monthly during the course of construction.
17. The Department must be notified immediately in case of any development during construction that warrants a request to modify the approved engineering plans. Deviation from the approved plans without the specific prior written approval of the Department will constitute a violation of this permit.
18. All construction at the landfill site shall be under the supervision of a person licensed to practice professional engineering in the State of New York or an authorized representative of that individual. This requires that a representative of the Permittee's engineering consultant be present whenever construction is on-going. This representative must maintain a daily log indicating work done that day, weather conditions, testing performed, quality control and quality assurance practices, problems encountered, and remedial activities undertaken to correct these problems. A copy of this log, certified by the supervising engineer as accurate and correct, must be submitted with the construction certification for each cell. The certification made in duplicate with original signatures and stamped by the licensed engineer must indicate whether all work performed was in compliance with this permit, and the approved plans and reports. The certification must be submitted within sixty (60) days after completion of construction. Clear color photographs of major project aspects, daily reports and results of all tests conducted to determine compliance shall also be included as part of the certification. As-built engineering plans must also be certified containing at least the following:
 - (a) notation of any deviations from the plans and reports;

DEC PERMIT NUMBER 8-5736-00005/00003-0	FACILITY ID NUMBER 62N01
PROGRAM NUMBER	PAGE 6 OF 9

R 810



For Article 27 (Title 7, AES Greenidge, LLC, Lockwood Disposal Facility)

- (b) completed sub-grade elevations;
- (c) completed top of liner elevations, for both primary liner and secondary liner, and top of primary drainage blanket elevations;
- (d) location and critical elevations of leachate collection lines, leak detection lines, the top and bottom of the groundwater drainage blanket, valve pits, tanks, pond, containment berm, manholes, etc.
- (e) final drainage features;
- (f) locations, both existing and proposed, of all monitoring devices.
- (g) a minimum of one east-west and one north-south cross-section; drawn to scale and located on the plan view of the landfill;
- (h) critical work such as synthetic liner penetration, welding and fittings.

Approval by this Department of the construction certification report is needed before the Department will grant approval to operate any newly constructed Phase of the facility. No waste shall be placed in a constructed cell prior to receipt of the Department's approval.

19. Prior to the initiation of construction of Stage III, benchmarks shall be located at a minimum of one permanent bench mark for each 25 acres of landfill footprint. The location of the permanent benchmarks shall be noted on the "as-built" drawings. Elevations for the permanent bench marks shall be taken from an existing U.S. Geological Survey benchmark. New York Transverse Mercator (NYTM) coordinates must be established for each permanent benchmark.
20. Prior to commencement of construction of the low permeability soil component of the liner system, a test pad must be constructed as described in the Quality Assurance (QA) Quality Control (QC) Plan, and the results of this test must be submitted to the Department.
21. All boreholes, wells, and monitoring devices found within the proposed fill area shall be properly abandoned by overboring, grouting using a tremie method or similar downhole pressure grouting system and cement-bentonite grout to ensure that all contaminant migration pathways are sealed. Casings shall be removed. This activity must be noted as accomplished in the construction certification report.
22. Extreme care and protective measures shall be taken to protect the integrity of the groundwater depression system, leachate collection system, liners, geotextiles and all other landfill structures. Only rubber tired vehicles shall be allowed in direct contact with the liner.

DEC PERMIT NUMBER 8-5736-00005/00003-0	FACILITY ID NUMBER 62N01
PROGRAM NUMBER	PAGE 7 OF 9

For Article 27 (Title 7, AES Greenidge, LLC, Lockwood Disposal Facility)

23. The stone drainage layers must be free of any organic material and have less than five percent of the material by weight pass the No. 200 sieve. A particle size analysis of the material to be used for the drainage layers shall be performed prior to the start of construction and during construction at a frequency of one test for every 1000 cubic yards of material placed.
24. Prior to any construction, appropriate siltation measures shall be placed down slope from the construction site. This measure in combination with siltation basins or other approved methods of controlling siltation and erosion shall be operated and maintained throughout the operating life of the project.

III. Landfill Operation

25. Operation of the facility is limited to Stages I and II. No solid waste shall be deposited outside of this area without written approval from the Department. Authorization to operate subsequent stages is contingent upon review and acceptance of engineering construction certification reports by the Department.
26. Solid wastes approved for disposal at this facility are limited to : flyash, bottom ash, pulverizer mill rejects, and water treatment plant sludge from AES Greenidge, LLC; AES Hickling, LLC; AES Westover, LLC; AES Cayuga, LLC; and AEC Jennison, LLC Stations. Coal bottom ash from Garlock, Inc., and coal fly ash from Eastman Kodak Company may also be accepted for disposal.
27. The approved design capacity for this facility is 1729 tons/day.
28. Operation of this facility shall comply with the Updated Operation and Maintenance Manual prepared for the 2007 permit renewal.
29. Operating hours of the facility for the disposal of Greenidge Station wastes shall be between 6:00 am and 6:00 pm. Mondays through Sundays, 365 days per year. Operating hours for wastes other than from Greenidge Station shall be between 6:00 am and 6:00 pm. Mondays through Saturdays excluding the major holidays of New Years Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.
30. Cover soil and drainage control structures must be designed, graded and maintained to prevent ponding and erosion and to reduce to a minimum infiltration of water into the solid waste cells. Side slopes on the site shall not be steeper than one (vertical) on three (horizontal) except in the areas of drainage swales and access roadways as previously approved by the Department.

DEC PERMIT NUMBER 8-5736-00005/00003-0	FACILITY ID NUMBER 62N01
PROGRAM NUMBER	PAGE 8 OF 9



For Article 27 (Title 7, AES Greenidge, LLC, Lockwood Disposal Facility)

31. Final cover integrity, slopes, cover vegetation, drainage structures, leachate collection and removal structures established pursuant to this permit shall be maintained for a minimum period of thirty (30) years beyond the date of the placement of final cover, or for as long as leachate is produced at this facility, whichever is longer.
32. Groundwater, surface water, and leachate sampling methodologies and analyses of samples must be performed in accordance with the approved Environmental Monitoring Plan (EMP)/Site Analytical Plan (SAP) for this facility. Operational, closure, and post-closure sampling and analysis shall be in accordance with the approved EMP.
33. All new monitoring wells are to be constructed and sampled as specified in the approved Environmental Monitoring Plan (EMP) and are to meet or exceed the requirements of 6NYCRR Part 360. Any proposed revisions to the EMP are to be submitted to the Department and are subject to the Department's approval.
34. The permittee shall implement the Mined Land Use Plan in accordance with the Mining and Reclamation Plan Narrative Section 7 and NYSEG drawing No. GD- 15026 which were approved as part of DEC Permit No. 8-5736-00005/00004/0, dated January 30, 1995. No excavated on-site soils shall be removed from the site unless the Permittee has first obtained a mining permit pursuant to 6NYCRR Part 422.
35. Annual reporting shall be submitted to the Department no later than March 1 of each year which includes the following information:
- (a) The total quantity of solid waste disposed of, in tons, on a monthly basis for the calendar year from January 1 to December 31. All wastes received at the facility shall be measured by weight as described in the Report. These measurements shall be recorded on a daily basis. These records shall be maintained for the life of the facility.
 - (b) The remaining site life in years and remaining capacity in cubic yards of the existing constructed landfill.
 - (c) An evaluation of all water and leachate quality data collected throughout the year. The Department may request at any time that this information be provided in a computer-compatible format to be specified by the Department.
 - (d) Any proposed changes from the approved reports, plans, and specifications or permit conditions must be listed with justification for each change given. No change shall be effective until written approval is received from the Department.
 - (e) An update of the closure and post-closure cost estimates taking into account any changes to the closure/post closure plans, or operating conditions.

DEC PERMIT NUMBER 8-5736-00005/00003-0	FACILITY ID NUMBER 62N01
PROGRAM NUMBER R 813	PAGE 9 OF 9



Application For Permit Transfer and Application for Transfer of Pending Application
(In Accordance with Uniform Procedures, 6NYCRR Part 621)

NOTE: Please read ALL instructions before completing this application. Please TYPE or PRINT clearly in ink.

PART 1 - TRANSFEREE (New Owner/Operator/Lessee/Applicant) COMPLETES:

1. LIST PERMIT NUMBER(S) AND THEIR EFFECTIVE AND EXPIRATION DATES
SPDES # NY 010 7069, Effective 12/1/2010, Expires 11/30/2015
LIST PENDING APPLICATION NUMBER(S):
2. NAME OF TRANSFEREE
GMMM Lockwood LLC
STREET ADDRESS, CITY, STATE, ZIP CODE
800 E. Elizabeth Avenue, Linden, NJ, 07036
If other than an individual, provide Taxpayer ID Number
80-0870495
TELEPHONE NUMBER (Daytime)
(908) 925-8196
TRANSFEREE IS A/AN: [] Owner [X] Operator [] Lessee [] Applicant [] Municipality/Governmental Agency (check all that apply)

3. NAME OF FACILITY/PROJECT
Lockwood Ash Disposal Facility
STREET ADDRESS, CITY, STATE, ZIP CODE
One mile west of AES Greenidge LLC station
COUNTY Yates TOWN Torrey
4. FACILITY CONTACT NAME
Anthony Frassetto
STREET ADDRESS, CITY, STATE, ZIP CODE
800 E. Elizabeth Avenue, Linden, NJ, 07036
TELEPHONE NUMBER (Daytime) (908) 925-8196

5. HAS WORK BEGUN ON THE PROJECT?
Yes [X] No [] If "No," proposed starting date: Approximate completion date:
If there will be any modifications to the current or proposed operation or construction, the transferee must attach a statement specifying the details.

6. CERTIFICATION: This certifies that the transferee seeks to be the legally responsible party for operations or project development either authorized by the permits identified above or proposed in applications identified above.
Printed Name and Title of Transferee Anthony Frassetto, Manager
Signature of Transferee Date 12-3-12

PART 2 - TRANSFEROR (Present or Former Owner/Operator/Lessee/Applicant) COMPLETES:

1. NAME OF TRANSFEROR
AES Greenidge LLC
STREET ADDRESS, CITY, STATE, ZIP CODE
590 Plant Road, Dresden, NY 14441
If other than an individual, provide Taxpayer ID Number
54-2013847
TELEPHONE NUMBER (Daytime)
(607) 272-5970

2. NAME OF FACILITY/PROJECT, if different from Facility Name in Part 1:
3. CERTIFICATION: This certifies that the facility and/or application referenced in Part 1 of this form [X] will be / [] was transferred to the party identified as the new transferee (owner/operator/lessee/applicant) on about 12/21/12 (date).
Printed Name and Title of Transferor Dean Daniels, Director
Signature of Transferor Date 12/3/12

PART 3 - PERMIT TRANSFER VALIDATION SECTION -- DEPARTMENT OF ENVIRONMENTAL CONSERVATION COMPLETES:

[X] Transfer of permit approved, effective as of DECEMBER 27, 2012. Transferee subject to conditions of original permit, without exception.
[] Transfer of permit approved, with the following modifications or contingencies related to this Permit Transfer: (COPY ATTACHED)
[] See attached revised permit page(s):
[] Transfer of application approved. See attached for additional information required.
[] Transfer denied, new application required. Please complete the enclosed permit application and return it to the undersigned Regional Permit Administrator at the address listed on the reverse side of this form.

PERMIT ADMINISTRATOR
Name SCOTT E. SHEELEY Signature Scott E. Sheeley Date 01/15/2013

NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION
State Pollutant Discharge Elimination System (SPDES)
NOTICE / RENEWAL APPLICATION / PERMIT



Please read ALL instructions on the back before completing this application form. Please TYPE or PRINT clearly in ink.

PART 1 - NOTICE 01/15/2010

Permittee Contact Name, Title, Address

Facility and SPDES Permit Information

AES GREENIDGE LLC
DOUGLAS ROLL
590 PLANT ROAD, PO BOX 187
DRESDEN NY 14441

Name: LOCKWOOD ASH DISPOSAL SITE
Ind. Code: 4953 County: YATES
DEC No.: 8-5736-00005/00001
SPDES No.: NY 010 7069
Expiration Date: 11/30/2010
Application Due By: 06/03/2010

Are these name(s) & address(es) correct? if not, please write corrections above.

The State Pollutant Discharge Elimination System Permit for the facility referenced above expires on the date indicated. You are required by law to file a complete renewal application at least 180 days prior to expiration of your current permit. Note the "Application Due By" date above.

CAUTION: This short application form and attached questionnaire are the only forms acceptable for permit renewal. Sign Part 2 below and mail only this form and the completed questionnaire using the enclosed envelope. Effective April 1, 1994 the Department no longer assesses SPDES application fees.

If there are changes to your discharge, or to operations affecting the discharge, then in addition to this renewal application, you must also submit a separate permit modification application to the Regional Permit Administrator for the DEC region in which the facility is located, as required by your current permit. See the reverse side of this page for instructions on filing a modification request.

PART 2 - RENEWAL APPLICATION

CERTIFICATION: I hereby affirm that under penalty of perjury that the information provided on this form and all attachments submitted herewith is true to the best of my knowledge and belief. False statements made herein are punishable as a Class A misdemeanor pursuant to section 210.45 of the Penal Law.

Douglas J. Roll PLANT MANAGER
Name of person signing application (see instructions on back) Title
Douglas J. Roll 5-19-10
Signature Date

PART 3 - PERMIT (Below this line - Official Use Only)

Effective Date: 12/1/10 Expiration Date: 11/30/15
William R. Adriance Address: NYSDEC - Division of Environmental Permits
Bureau of Environmental Analysis
625 Broadway, Albany, NY 12233-1750
Permit Administrator Date: 11 28 2010
William R. Adriance
Signature Date

This permit together with the previous valid permit for this facility issued 12/1/05 and subsequent modifications constitute authorization to discharge wastewater in accordance with all terms, conditions and limitations specified in the previously issued valid permit, modifications thereof or issued as part of this permit, including any special or general conditions attached hereto. Nothing in this permit shall be deemed to waive the Department's authority to initiate a modification of this permit on the grounds specified in 6NYCRR §621.14, 6NYCRR §754.4 or 6NYCRR §757.1 existing at the time this permit is issued or which arise thereafter.

Attachments: ~~General Conditions dated 10 MAY 24 AM 11:18~~
RECEIVED ENVIRONMENTAL PERMITS