

ATTACHMENT A

Form of Placement Agent and Political Contribution Disclosure Letter

Treasurer of the State of North Carolina
325 North Salisbury Street
Raleigh, North Carolina 27603

Re: Disclosure Letter pursuant to Placement Agent and Political Contribution Policy

Ladies and Gentlemen:

Under Section III(A) of the Placement Agent and Political Contribution Policy originally adopted by the North Carolina Department of State Treasurer on October 19, 2009 and revised on March 14, 2011 (the "Policy"), prior to entering into an engagement to engage, hire, invest with or commit to invest, or otherwise do business with the Treasurer of the State of North Carolina (the "Treasurer") or at such time as provided in Section II of the Policy, an Investment Manager (as such term is defined in Section VII(B) of the Placement Agent Policy) must make certain disclosures to the Treasurer regarding its use of Placement Agents and Political Contributions (as such terms are defined in Section VII(B) of the Policy). Pursuant to and in accordance with such Policy, the undersigned Investment Manager hereby makes the following disclosures. Capitalized terms not otherwise defined in this Disclosure Letter have the same meanings as specified in the Policy.

1. Use of Placement Agent (please check the appropriate box):

The Investment Manager (or any officer, partner, principal or affiliate thereof) has elected to use the services of a Placement Agent to assist the Investment Manager in obtaining investments from or doing business with any of the NC Funds. (Note that this box should be checked whether the compensation provided to the Placement Agent is a flat fee, contingent fee, or any other form of compensation or benefit (tangible or intangible).) **If this box is checked, please provide the disclosures as prompted in paragraphs 2 through 8.**

Per the engagement letter with Energy Capital Partners, UBS Securities LLC ("UBS") will not be compensated on any potential investments from NC Funds.

Energy Capital has also engaged Bel Air Securities ("Bel Air") to act as placement agent for certain non-profit institutions and high net worth individuals and their estate planning vehicles. Bel Air will not be involved nor will it receive any kind of compensation regarding any commitment made by NC Funds. Additional details regarding the Bel Air relationship are available upon request.

Neither the Investment Manager nor any officer, partner, principal or affiliate thereof has elected to use the services of a Placement Agent to assist the

Investment Manager in obtaining investments from or doing business with any of the NC Funds. ***If this box is checked, no further disclosures are necessary.***

2. Placement Agent Information:

- (a) The name of the Placement Agent is: UBS Securities LLC
- (b) Attached is a resume for each officer, partner, and/or principal of the Placement Agent, detailing the person's education, work experience and professional designations.

UBS is a large, global organization and as such, it is not possible to respond to this request comprehensively. Set out below are the resumes of Jake Elmhirst, Global Co-Head of UBS Private Funds Group and Peter Brown, who manages the Treasurer of the State of North Carolina relationship.

Jake Elmhirst
Managing Director, Global Co-Head Private Funds Group, New York

Jake Elmhirst heads Primary Private Equity and Infrastructure fundraising in the Americas. He joined UBS Investment Bank in London in 1996 and has over 15 years of experience of providing advice on the formation and restructuring of investment funds. He co-founded the UBS Private Funds Group in 1998. UBS Private Funds Group is one of the largest and most active private fund placement agents with a team of over 40 individuals located in the U.S., Europe and Asia. Jake relocated from London to the U.S. in 2000 to assist in the build out of the Private Funds Group's U.S. platform. Prior to joining UBS he completed his solicitors' articles with Freshfields in London and spent three years in the Freshfields corporate tax department focusing on investment funds. Jake graduated from Bristol University with a degree in law and is a qualified solicitor in the UK.

Peter M. Brown
Managing Director, North American Distribution, New York

Peter Brown joined the firm in 2004 from Credit Suisse First Boston where he was a Vice President in the Investment Banking Division. Prior to joining Credit Suisse First Boston, Peter worked within Donaldson Lufkin & Jenrette's Investment Banking Division, at KPMG Consulting and at American International Group. Peter earned an M.B.A from Columbia Business School and a B.A. from Dartmouth College.

- (c) Listed below are any and all officers, partners and/or principals of the Placement Agent that are current or former North Carolina Department of State Treasurer employees, Investment Advisory Committee members, or consultants or members of the immediate family of any such person (*attach additional pages as necessary*):

No member of UBS Private Funds Group is a current or former North Carolina Department of State Treasurer employee, Investment Advisory Committee member, or consultant or member of the immediate family of any such person.

3. Placement Agent Compensation: Described below is any and all compensation of any kind provided or agreed to be provided to a Placement Agent including the nature, timing and value of such compensation. *(Note that compensation to a Placement Agent is deemed to include compensation to third parties as well as employees of the Investment Manager who are retained in order to solicit, or who are paid based in whole or in part upon, an investment from or business with any of the NC Funds (attach additional pages as necessary))*:

Energy Capital has agreed to pay UBS a placement fee and an incentive fee. The placement fee will be paid as follows:

1. \$1 million within 90 days of UBS's engagement;
2. \$1 million within 90 days of the first closing of Fund III;
3. \$500,000 within 90 days of Fund III accepting an aggregate of at least \$1.75 billion of limited partner commitments;
4. \$500,000 within 90 days of Fund III accepting an aggregate of at least \$2.75 billion of limited partner commitments; and
5. \$500,000 within 90 days of Fund III accepting an aggregate of at least \$3.75 billion of limited partner commitments.

In calculating the thresholds above relating to limited partner commitments, commitments from a public pension plan will not be included to the extent prohibited by law, rule, regulation, governmental order or the policies or codes of conduct maintained by such public pension plan.

Regarding the UBS incentive fee, Energy Capital will pay UBS 0.28% of the commitments from limited partners who are not (i) already invested in Energy Capital's Fund II or Mezzanine Fund, (ii) a restricted public pension plan (as described in the immediately preceding paragraph, or (iii) certain identified investors with whom Energy Capital has had extensive contact (including the discretionary funds of Hamilton Lane). The incentive fee may be paid in six equal installments, semi-annually over thirty (30) months, the first payment of which is due 10 days following the date Fund III first calls management fees from limited partners.

4. Terms of Agreement with Placement Agent: Described below are the terms of the agreement or arrangement (oral or written) creating an obligation to pay a fee to or for the benefit of any Placement Agent the Investment Manager has elected to use in connection with obtaining investments or doing business with the Treasurer. *(Please note that in the case of any oral agreement, the full extent of such agreement should be written and summarized, succinctly describing the terms of such agreement or arrangement with the Placement Agent, including*

details of the nature, timing, and value of the compensation or benefit provided (attach additional pages as necessary)).

Please refer to the response to question 3. For the payment of such fee, Upon Energy Capital's request, UBS will use reasonable best efforts to provide ECP the following services:

- a. advice with respect to the form and structure of Energy Capital Partners III, LP and its parallel funds (the "Fund");
- b. advice with respect to the minimum and maximum amounts of purchaser subscriptions to be sought;
- c. advice with respect to current market conditions and the projected internal rates of return that may be required to obtain purchaser subscriptions in current market conditions;
- d. advice with respect to the reports purchasers may expect to receive and other terms that investors may desire;
- e. reviewing and commenting on the confidential private placement memorandum and any supplements, addenda and amendments thereto (such memorandum, together with any such supplements, addenda and amendments thereto are collectively referred to herein as the "Memorandum"), the investor presentations, the due diligence package, and any responses to requests for information from prospective investors. It is hereby acknowledged by the Company that the Company shall be solely responsible for the accuracy and completeness of the Memorandum, the investor presentations, the due diligence package and all other materials;
- f. identification of prospective purchasers in the Fund;
- g. consultation as to strategy and tactics for initiating discussions and negotiations with prospective purchasers;
- h. assisting the Company in the placement of the interests in the Fund with prospective purchasers and managing and arranging the procedure for such placement with prospective purchasers, including arranging presentation meetings between prospective purchasers and representatives of the Company and coordinating requests for additional information;
- i. providing the Company with regular periodic updates with respect to prospective purchasers; and such other services in connection with the Fund as may be agreed upon from time to time by UBS and Energy Capital Partners.

UBS shall not provide any accounting, auditing, tax-related or legal advice or services. Energy Capital's engagement of UBS shall terminate upon the final closing of the Fund.

5. Actions and Investigations Involving Placement Agent *(please check the appropriate box):*

The Placement Agent (or any officer, partner, principal or affiliate thereof) has been the subject of an action, or investigation by a federal, state, or local

government agency or regulatory body in the last ten (10) years and/or anticipates being the subject of such actions or investigations in the future. If this box is checked, the following describes any such action(s) or investigation(s) (*attach additional pages as necessary*):

The UBS Private Funds Group ("UBS PFG" or the "Placement Agent") markets private equity funds to limited partners in the U.S. through UBS Securities LLC, a subsidiary of UBS AG, a publicly traded company (NYSE: UBS). All infractions of UBS Securities LLC are included on its Form BD (see <http://www.finra.org/Investors/ToolsCalculators/BrokerCheck/>). There have been no reported infractions involving UBS PFG.

Neither the Placement Agent nor any officer, partner, principal or affiliate thereof has been the subject of any actions, or investigations by any federal, state, or local government agencies or regulatory bodies in the last ten (10) years or anticipates being the subject of any such actions or investigations in the future.

6. Relationships between Placement Agent and Department of State Treasurer
(*please check the appropriate box*):

The Placement Agent (or any officer, partner, principal or affiliate thereof) has had a prior personal or professional relationship with a current or former Department of State Treasurer employee, Investment Advisory Committee member, and/or consultant or a member of the immediate family of such person who suggested the retention of the Placement Agent. If this box is checked, the following lists the name(s) of such individual(s) (*attach additional pages as necessary*):

No member of UBS Private Funds Group has had a prior personal or professional relationship with a current or former Department of State Treasurer employee, Investment Advisory Committee member, or consultant or a member of the immediate family of such person who suggested the retention of UBS Private Funds Group.

The Placement Agent (or any officer, partner, principal or affiliate thereof) has not had any prior personal or professional relationship with any current or former Department of State Treasurer employee, Investment Advisory Committee member, or consultant or a member of the immediate family of such person who suggested the retention of the Placement Agent.

7. Registration of Placement Agent and Licensing of Placement Agent Representatives. The Investment Manager hereby confirms that (i) the Placement Agent is registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association, (ii) the individual officers, partners, principals, employees, or other representatives of the Placement Agent hold all required securities licenses, (iii) no placement fee has been shared with any person or entity not so registered and (iv) the Placement Agent is in the habitual systematized business of acting as a Placement Agent.

(a) The Placement Agent's registration details are as follows:
UBS Securities LLC is a registered as a broker-dealer with the SEC (File # 8-22651) and FINRA (CRD# 7654).

(b) For each individual officer, partner, principal, employee and other representative of the Placement Agent, the registrations, number of years of employment by the Placement Agent and the number of years of experience directly related to such business are as follows (*attach additional pages as necessary*):

Jake Elmhirst joined UBS Investment Bank in London in 1996 and has over 15 years of experience of providing advice on the formation and restructuring of investment funds. He co-founded the UBS Private Funds Group in 1998. He maintains the Series 7, 79, 63 and 24 licenses.

Peter Brown joined UBS Private Funds Group in 2004 and has 9 years of experience as a placement agent. He maintains the Series 7, 63 and 79 licenses.

8. Lobbying Information of Placement Agent (*please check the appropriate box*):

The Placement Agent (and/or any officer, partner, principal or affiliate thereof) is registered as a lobbyist with a state government. If this box is checked, the following are the names and positions of such persons and the registrations held (*attach additional pages as necessary*):

As of October 10, 2013, UBS Securities LLC is currently registered as (i) a lobbyist client in the state of New York; and (ii) a lobbyist employer in the state of California and have employees registered as lobbyists in that state.

In addition, the following UBS Securities LLC affiliates are registered as lobbyists: UBS Americas Inc. is a federal lobbying registrant and an employer of registered lobbyists; UBS Global Asset Management Americas and UBS Realty Investors are lobbyist employers in California and has employees registered as lobbyists in that state.

Neither the Placement Agent nor any officer, partner, principal or affiliate thereof is registered as a lobbyist with any state government.

9. Political Contributions.

The Investment Manager hereby confirms that none of the Investment Manager, the Placement Agent nor their respective officers, partners, principals or affiliates has made, coordinated or solicited any Political Contribution to the Treasurer or any incumbent, nominee, candidate or successful candidate for such elective office (i) in violation of any published policy approved by the Treasurer or applicable state or federal law or (ii) that would make it unlawful for the Investment Manager to provide services to the Treasurer, the NCRS and/or the

NC Funds either directly or indirectly through an investment vehicle affiliated with the Investment Manager.

[Signature Page Follows]

By signing below, the Investment Manager hereby (i) represents and warrants that the information found in this Disclosure Letter is true, correct, and complete in all material respects, and (ii) agrees that it shall provide the Treasurer with a written update of any material changes to any of the information in this Disclosure Letter within fourteen (14) days from the date the Investment Manager knew or should have known of the change of information.

Sincerely,

Energy Capital Partners III, LLC

Name of Investment Manager

By:



Name: Paul C. Parshley

Title: Managing Director – IR

Date: October 23, 2013

[Disclosure Letter should be signed by an authorized representative of the Investment Manager]

North Carolina Department of State Treasurer Placement Agent,
Political Contribution, and Connection Disclosure Policy

Form Disclosure Letter for Investment Managers

From: The Investment Manager listed below

To: The Treasurer of the State of North Carolina
325 North Salisbury Street
Raleigh, North Carolina 27603-1385

Re: Disclosure Letter pursuant to Placement Agent and Political Contribution Policy

Ladies and Gentlemen:

Under the Placement Agent, Political Contribution, and Connection Disclosure Policy (the "Policy") adopted by the Treasurer of the State of North Carolina (the "Treasurer"), the Treasurer requires Investment Managers and Placement Agents to make disclosures at certain times specified by the Policy. Pursuant to and in accordance with the Policy, the undersigned Investment Manager hereby makes the following disclosures. Capitalized terms not otherwise defined in this Disclosure Letter have the same meanings as specified in the Policy.

1. Basic Information

Name of Investment Manager:	<i>Energy Capital Partners GP III, LP</i>
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This letter is submitted in connection with the below-listed Investment Transaction.

List below the name of the fund in which the Treasurer is investing. For investment management agreements, list the name of the separate account or the name of the investment strategy.

<i>Energy Capital Partners III-A, LP (together with its parallel funds, "Fund III")</i>

This form is submitted in connection with an amendment to the Investment Agreement or a proposed consent to amend the Investment Agreement. *If this box is checked, provide responses on this form based on the amendment, not based on the original contract.*

This form is an update to a previously submitted disclosure letter.

2. Disclosures and Representations Concerning Placement Agent

2.1. Use of Placement Agent

Check the appropriate box.

The Investment Manager (or any officer, partner, principal, or affiliate thereof) has elected to use or Compensate a Placement Agent to assist the Investment Manager in obtaining investments from, or business with, any of the NC Funds.

See the definition of “Placement Agent” in Section XI of the Policy. Please be aware that this definition includes (without limitation) not only persons who hold themselves out as “placement agents,” but also lobbyists, solicitors, brokers, meeting arrangers, or any other entities or persons engaged for the purpose of obtaining investments from NC Funds.

No Placement Agent has been, or will be, used or Compensated by the Investment Manager (or any officer, partner, principal, or affiliate thereof) to assist in obtaining investments from, or business with, any of the NC Funds. *If this box is checked, proceed to question 3.1.*

Please note that Energy Capital Partners III, LLC has engaged UBS Securities, LLC (“UBS”) and Bel Air Securities, LLC (“Bel Air”) to act as placement agents for certain Fund III investors, but not specifically to assist in obtaining investments from, or business with, any of the NC Funds. Further general details regarding the UBS engagement is below. As noted below, because an affiliate of the Investment Manager currently manages a NC Funds investment, any commitment the NC Funds make to Fund III will not be included in determining UBS’ Compensation.

The Bel Air engagement is only with respect to certain Fund III commitments made by high net worth individuals and their estate planning vehicles and affiliated non-profit organizations, and thus is not applicable to any commitment or investment by the NC Funds. Additional information regarding Bel Air is available upon request.

Please note that management fees payable by the NC Funds will be reduced in accordance with the limited partnership agreement of Fund III to the extent Fund III pays any private placement or finders’ fees to third parties (including, without limitation, UBS and Bel Air) in connection with the organization or funding of Fund III.

2.2. Representations

The Investment Manager hereby confirms and represents:

- a. The Placement Agent is registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association;
- b. The individual officers, partners, principals, employees, or other representatives of the Placement Agent hold all required securities licenses;

- c. No placement fee has been, or will be, shared with any person or entity not so registered;
- d. The Placement Agent is in the habitual systematized business of acting as a Placement Agent;
- e. Other than as disclosed in this document, no Placement Agent is being, or will be, Compensated, directly or indirectly, to assist the Investment Manager in obtaining investments from, or business with, any of the NC Funds; and
- f. The Investment Manager, not the Treasurer or the NC Funds, shall bear the entire cost of all Placement Agent fees and expenses disclosed in this document.

2.3. Placement Agent Information

- a. The name of the Placement Agent is:

- b. Is the Placement Agent an affiliate or employee of the Investment Manager?

Yes No

Note that the definition of “Placement Agent” includes not only third parties, but also employees or affiliates of an Investment Manager who were used or Compensated to assist in obtaining North Carolina business and who were subject to registration with the Securities and Exchange Commission or the Financial Industry Regulatory Association.

- c. The names of the Placement Agent personnel who have played a role in marketing or outreach for the Investment Transaction are:

- d. The following Placement Agent personnel will receive Compensation, directly or indirectly, as a result of the NC Funds’ investment in the Investment Transaction:

Note that throughout this Disclosure Letter, “Compensation” to a Placement Agent is deemed to include a flat fee, contingent fee, or any other form of tangible or intangible compensation or benefit. See the Policy’s definitions for further details.

- e. To the Investment Manager’s knowledge, the officers, partners, or principals of the Placement Agent, not listed above, are:

- f. **Attached** is a resume (or other summary) for each person listed above detailing the person’s education, work experience and professional designations.

- g. Are any persons listed above, or any other Placement Agent officers, partners, and/or principals, current or former (i) North Carolina State Treasurers; (ii) Investment Advisory Committee members; (iii) North Carolina Department of State Treasurer employees, contractors, or consultants; or (iv) members of the Immediate Family of persons listed in (i) to (iii) above?

Yes No

If your answer is "Yes," list the persons and identify whether those persons would receive a financial benefit from the Investment Transaction.

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2.4. Recent Management of North Carolina Investments by Investment Manager

The Investment Manager (or its affiliate) currently manages an NC Funds investment or has managed an NC Funds investment within the last two years. *If this box is checked, Department policy bars the Compensation of any third-party Placement Agent (in other words, a Placement Agent who is not an employee or affiliate of the Investment Manager) in connection with the Treasurer's investment in the Investment Transaction.*

The Investment Manager (or its affiliate) has not managed an NC Funds investment within the last two years.

2.5. Whether Placement Agent is Being Compensated

The Placement Agent is not being Compensated, directly or indirectly, as a result of the Treasurer's investment in the Investment Transaction. *If this box is checked, skip question 2.6.*

The Placement Agent is being Compensated, directly or indirectly, as a result of the Treasurer's investment in the Investment Transaction.

2.6. Terms of Placement Agent Compensation and Placement Agent Agreement

Check one of the three boxes below. You may attach additional pages.

Attached are the provisions of the Investment Manager's contract with the Placement Agent that describe the Placement Agent's Compensation and services. These provisions describe any and all Compensation of any kind provided or agreed to be provided to the Placement Agent.

Please note that Energy Capital Partners III, LLC has agreed to pay UBS (i) certain flat fees as milestone placement fees based on the aggregate commitments made to Fund III (other than as prohibited by a governmental investor's regulations or policies), and (ii) an incentive fee based on commitments made to Fund III by investors who were not previously in Energy

Capital's Fund II or Mezzanine Fund. As noted above, no Fund III commitment by the NC Funds will factor into the determination of any of the fees noted in clauses (i) and (ii) above.

The contract or arrangement between the Investment Manager and the Placement Agent is oral, not written. Below is a description of the terms of that oral contract that create an obligation to pay a fee to or for the benefit of any Placement Agent, including but not limited to a description of all terms concerning Compensation of any kind provided or agreed to be provided to any Placement Agent. This description includes the nature, timing and value of such Compensation.

The Placement Agent is an employee of the Investment Manager. Below is a general disclosure providing the employee's role and responsibilities and stating any known effect on the employee's Compensation that is directly attributable to the NC Funds' proposed investment.

2.7. Actions and Investigations Involving Placement Agent

Check one of the two boxes below.

a. Has the Placement Agent (or any officer, partner, principal or affiliate thereof) been the subject of a non-routine inquiry, action, or investigation by a federal, state, or local government agency or regulatory body in the last ten (10) years?

Yes No

If your answer is "Yes," describe any such actions or investigations. Attach additional pages as necessary.

b. To the Investment Manager's knowledge, does the Placement Agent (or any officer, partner, principal or affiliate thereof) anticipate being the subject of such inquiries, actions or investigations in the future?

Yes No

If your answer is "Yes," describe any such actions or investigations. Attach additional pages as necessary.

3. Connections or Relationships

3.1. Conflicts

- a. Are any personnel, officers, directors, partners and/or principals of the Investment Manager current North Carolina Department of State Treasurer employees, persons who serve as consultants or contractors for the Department’s Investment Management Division, or Investment Advisory Committee members?

Yes No

If the answer is “Yes,” enclose a statement providing further information.

- b. Will any current North Carolina Department of State Treasurer employees, persons who serve as consultants or contractors for the Department’s Investment Management Division, or Investment Advisory Committee members receive a financial benefit to themselves or to a member of their Immediate Family derived from the Compensation provided to the Investment Manager or Placement Agent for the Investment Transaction?

Yes No

If the answer is “Yes,” enclose a statement providing further information.

3.2. Recommendations of Placement Agent

- a. Did a current or former Treasurer, Department of State Treasurer employee, Investment Management Division contractor or consultant, or member of the Investment Advisory Committee suggest to the Investment Manager that it retain the Placement Agent?

Yes No

If your answer is “Yes,” list the person who suggested retention of the Placement Agent.

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- b. To the Investment Manager’s knowledge, did a current or former Treasurer, Department of State Treasurer employee, Investment Management Division contractor or consultant, or member of the Investment Advisory Committee suggest to the Department’s investment staff that the Placement Agent be retained for the Investment Transaction?

Yes No

If your answer is “Yes,” list the person who suggested retention of the Placement Agent.

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3.3. Family Relationships

Are any of the persons listed in box (1) a member of the Immediate Family of a person listed in box (2)?

Box (1)	Box (2)
<ul style="list-style-type: none"> • The State Treasurer • Department of State Treasurer Senior Staff • Members of the Investment Advisory Committee • Investment Management Division Senior Staff • Investment Management Division staff who played a role in due diligence for the Investment Transaction 	<ul style="list-style-type: none"> • A principal member of the project team for the Treasurer’s account at the Investment Manager • Any person associated with the Placement Agent listed in the responses to Question 2.3

Yes No

If your answer is “Yes,” list the persons and describe the relationship.

The following questions ask about past or present connections, friendships, or relationships that may exist between the Treasurer’s staff and the Investment Manager’s staff. Some types of connections or relationships are the ordinary result of doing business. The Treasurer’s Compliance Counsel will evaluate this form to determine whether recusal, additional due diligence, or other actions are required.

3.4. Former Department Personnel or Officials

Are any Investment Manager personnel former North Carolina Department of State Treasurer employees or contractors, North Carolina State Treasurers, or Investment Advisory Committee members?

Yes No

If your answer is “Yes,” list the persons and identify whether those persons would receive a financial benefit from the Investment Transaction.

3.5. Prior Working Relationships

List below any professional or working relationships that the Investment Manager’s project team for the Treasurer’s account have had in the past with persons who are now Investment Management Division personnel, Investment Management Division consultants or contractors, the State Treasurer, or Department of State Treasurer Senior Staff.

Please list in this section any occasions where persons worked together on the same projects at the same company, at the same fund, or as part of a client-consultant relationship. You need not list prior occasions in which the Investment Manager did business for the Department of State Treasurer.

<i>None</i>

3.6. Social Connections

List below any social connections or relationships between the Investment Manager’s project team for the Treasurer’s account and Investment Management Division personnel, Investment Management Division consultants or contractors, the State Treasurer, or Department of State Treasurer Senior Staff.

Please list in this section any pre-existing relationships involving social contacts outside of business.

<i>None</i>

4. Lobbying Information

Check one of the two boxes below.

The Investment Manager (and/or any officer, employee, partner, principal or affiliate thereof) is registered as a lobbyist with a state government. If this box is checked, the following are the names and positions of such persons and the registrations held (attach additional pages as necessary):

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Neither the Investment Manager nor any officer, employee, partner, principal or affiliate thereof is registered as a lobbyist with any state government.

5. Political Contributions

5.1. Representation

The Investment Manager hereby confirms and represents that none of the Investment Manager and its respective officers, partners, principals or affiliates has made, coordinated or solicited any Political Contribution to the Treasurer or any incumbent, nominee, candidate or successful candidate for such elective office (i) in violation of applicable state or federal law or (ii) in a manner that would make it unlawful, under the SEC Rule, for the Investment Manager (or its affiliate) to seek compensation for services to the Treasurer and/or the NC Funds.

5.2. Disclosure

During the last five years from the date of this letter, have the Investment Manager or its respective officers, partners, principals or affiliates made, coordinated, or solicited any Political Contributions for the campaign of (a) any incumbent, nominee, or candidate for North Carolina State Treasurer or (b) for the campaign of the current State Treasurer running for a different office?

Yes No

If your answer is "Yes," list applicable Political Contributions below.

Date	Person or company making, coordinating, or soliciting	Person or entity receiving	Amount

[Signature Page Follows]

6. Signature

By signing below, the Investment Manager hereby (i) represents and warrants that the information found in this Disclosure Letter is true, correct, and complete in all material respects, and (ii) agrees that it shall provide the Treasurer with a written update of any material changes to any of the information in this Disclosure Letter within fourteen (14) days from the date the Investment Manager knew or should have known of the change of information.

Sincerely,



Energy Capital Partners III, LLC,
on behalf of the Investment Manager listed above

By: Paul Parshley
(print name)

Title: Managing Director- Investor Relations

Date: January 16, 2014