

# Delaware

PAGE 1

*The First State*

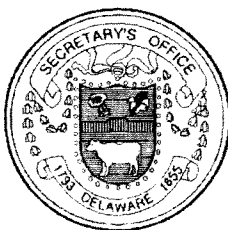
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CENTRAL VALLEY GAS STORAGE, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF FEBRUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4501127 8300

080128251

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6367705

DATE: 02-07-08

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CENTRAL VALLEY GAS STORAGE, L.L.C." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE SIXTH DAY OF FEBRUARY, A.D. 2008, AT 7:39 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "CENTRAL VALLEY GAS STORAGE, L.L.C.".



4501127 8100H

080128251

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6367706

DATE: 02-07-08

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CENTRAL VALLEY GAS STORAGE, L.L.C.", FILED IN THIS OFFICE ON THE SIXTH DAY OF FEBRUARY, A.D. 2008, AT 7:39 O'CLOCK P.M.



4501127 8100

080128251

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6367703

DATE: 02-07-08

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:57 PM 02/06/2008  
FILED 07:39 PM 02/06/2008  
SRV 080128251 - 4501127 FILE

CERTIFICATE OF FORMATION

OF

Central Valley Gas Storage, L.L.C.

1. The name of the limited liability company is Central Valley Gas Storage, L.L.C.

2. The address of its registered office in the State of Delaware is: The Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Central Valley Gas Storage, L.L.C. this 07<sup>th</sup> day of February, 2008.



Nicor Energy Ventures Company – Member  
Daniel R. Dodge - President

State of California  
Secretary of State

**CERTIFICATE OF REGISTRATION**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **13th day of February, 2008**, **CENTRAL VALLEY GAS STORAGE, L.L.C.**, complied with the requirements of California law in effect on that date for the purpose of registering to transact intrastate business in the State of California; and further purports to be a limited liability company organized and existing under the laws of **Delaware** as **CENTRAL VALLEY GAS STORAGE, L.L.C.** and that as of said date said limited liability company became and now is duly registered and authorized to transact intrastate business in the State of California, subject, however, to any licensing requirements otherwise imposed by the laws of this State.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of February 13, 2008.



*Debra Bowen*

DEBRA BOWEN  
Secretary of State

Imp

**State of California**  
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 19 2008

*Debra Bowen*

DEBRA BOWEN  
Secretary of State



State of California Secretary of State

LLC-5

File # 200804410177

LIMITED LIABILITY COMPANY APPLICATION FOR REGISTRATION

ENDORSED - FILED in the office of the Secretary of State of the State of California

FEB 13 2008

A \$70.00 filing fee AND a certificate of good standing from an authorized public official of the jurisdiction of formation must accompany this form.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

ENTITY NAME (End the name in Item 1 with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

1. NAME UNDER WHICH THE FOREIGN LIMITED LIABILITY COMPANY PROPOSES TO REGISTER AND TRANSACT BUSINESS IN CALIFORNIA

Central Valley Gas Storage, L.L.C.

2. NAME OF THE FOREIGN LIMITED LIABILITY COMPANY, IF DIFFERENT FROM THAT ENTERED IN ITEM 1 ABOVE

DATE AND PLACE OF ORGANIZATION

3. THIS FOREIGN LIMITED LIABILITY COMPANY WAS FORMED ON 02 - 06 - 2008 IN Delaware (MONTH) (DAY) (YEAR) (STATE OR COUNTRY)

AND IS AUTHORIZED TO EXERCISE ITS POWERS AND PRIVILEGES IN THAT STATE OR COUNTRY.

AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both Items 4 and 5 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 4 must be completed (leave Item 5 blank).)

4. NAME OF AGENT FOR SERVICE OF PROCESS

C T Corporation System

5. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA CITY STATE ZIP CODE CA

APPOINTMENT (The following statement is required by statute and should not be altered.)

6. IN THE EVENT THE ABOVE AGENT FOR SERVICE OF PROCESS RESIGNS AND IS NOT REPLACED, OR IF THE AGENT CANNOT BE FOUND OR SERVED WITH THE EXERCISE OF REASONABLE DILIGENCE, THE SECRETARY OF STATE OF THE STATE OF CALIFORNIA IS HEREBY APPOINTED AS THE AGENT FOR SERVICE OF PROCESS OF THIS FOREIGN LIMITED LIABILITY COMPANY.

OFFICE ADDRESSES (Do not abbreviate the name of the city.)

7. ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE CITY AND STATE ZIP CODE 3333 Warrenville Road - Suite 630 Lisle, IL 60532

8. ADDRESS OF THE PRINCIPAL OFFICE IN CALIFORNIA, IF ANY CITY STATE ZIP CODE CA

EXECUTION

9. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

2-11-08 DATE

[Signature] SIGNATURE OF AUTHORIZED PERSON

Daniel R. Dodge, President, Nicor Energy Ventures Company TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON





## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 13, 2008

0245896-9

PAUL C. GRACEY JR  
1844 FERRY RD  
NAPERVILLE, IL 60563-0000

RE CENTRAL VALLEY GAS STORAGE, L.L.C.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

MANY SERVICES ARE NOW AVAILABLE ON-LINE AT [WWW.CYBERDRIVEILLINOIS.COM](http://WWW.CYBERDRIVEILLINOIS.COM). AMONG OTHER SERVICES AT THIS SITE, YOU MAY CHECK THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE PREVIOUS PARAGRAPH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC



Form **LLC-45.5**

April 2007

Secretary of State Jesse White  
Department of Business Services  
Limited Liability Division  
501 S. Second St., Rm. 351  
Springfield, IL 62756  
217-524-8008  
www.cyberdriveillinois.com

Illinois  
Limited Liability Company Act  
Application for Admission  
to Transact Business

FILE # 0245-8969

This space for use by Secretary of State.

**SUBMIT IN DUPLICATE**  
Must be typewritten.

This space for use by Secretary of State.

**FILED**

FEB 13 2008

JESSE WHITE  
SECRETARY OF STATE

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order payable to Secretary of State.

Filing Fee: \$500  
Penalty: \$  
Approved: *PS*

- Limited Liability Company Name: Central Valley Gas Storage, L.L.C.  
Must comply with Section 1-10 of ILLCA or Item 2 below also applies.
- Assumed Name: \_\_\_\_\_  
By electing this Assumed Name, the Limited Liability Company hereby agrees not to use its Company Name in the transaction of business in Illinois. Form LLC-120 is attached.
- Jurisdiction of Organization: Delaware
- Date of Organization: February 6, 2008
- Period of Duration: Perpetual
- Address, including County, of the Office required to be maintained in the jurisdiction of its organization or, if not required, of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)  

1209	Orange Street	
Number	Street	Suite #
Wilmington, Delaware	19801	New Castle
City/State	ZIP Code	County
- Registered Agent: Paul C. Gracey, Jr.  

	First Name	Middle Name	Last Name
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Registered Office: 1844 Ferry Road  
(P.O. Box alone or c/o is unacceptable.)  

	Number	Street	Suite #
	Naperville	<i>DuPage</i>	Illinois
City		County	ZIP Code
			60563
- If applicable, Date on which Company first conducted business in Illinois: \_\_\_\_\_

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: (Include Business Code # from IRS Form 1065.)

To engage in any lawful act or activity for which a company may be organized under the Delaware Limited Liability Company Act and permitted under the Illinois Limited Liability Company Act.

10. The Limited Liability Company: (check one)


is managed by a manager or managers (List names and business addresses.)

has management vested in the member or members (List names and addresses.)

Nicor Energy Ventures Company 6165-85-3  
1844 Ferry Road  
Naperville, IL 60563

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under the circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.
12. This application is accompanied by a Certificate of Good Standing or Existence, as well as a copy of the Articles of Organization, as amended, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.
13. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date also must be submitted.
14. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated February 11th, 2008  
Month & Day Year

  
Signature (Must comply with Section 5-45 of ILCA.)

Daniel R. Dodge, President

Nicor Energy Ventures Company - Member  
Name and Title (type or print)

If applicant is a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC. Please refer to Sections 178.20(d) of the Administrative Rules.

Central Valley Gas Storage, L.L.C.

Consent of Nicor Energy Ventures Company  
to Appointment of Executive Committee

Nicor Energy Ventures Company, the sole member of Central Valley Gas Storage, L.L.C., a Delaware corporation, hereby appoints the following individuals as the Executive Committee of Central Valley Gas Storage, L.L.C.

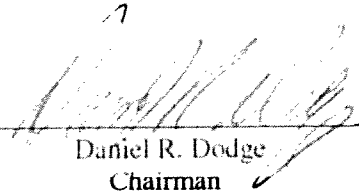
Executive Committee

Daniel R. Dodge, Chairman  
Richard L. Hawley  
Gerald P. O'Connor

Dated: 2/27/08

Nicor Energy Ventures Company

By

  
\_\_\_\_\_  
Daniel R. Dodge  
Chairman

**Resolution of the Executive Committee of  
Central Valley Gas Storage, L.L.C.  
Unanimous Consent in Lieu of First Meeting**

The undersigned, constituting all the Executive Committee Members of Central Valley Gas Storage, L.L.C., a Delaware corporation (the "Company"), hereby waive the holding of a first meeting of the Executive Committee of the Company and consent and agree that the following resolutions be and are hereby adopted:

RESOLVED: That the Certificate of Formation for Central Valley Gas Storage, L.L.C. as filed with the State of Delaware on February 6, 2008 is hereby approved, and shall be inserted into the minute book. (Exhibit A)

RESOLVED: That the Limited Liability Company Agreement of Central Valley Gas Storage, L.L.C., signed by Nicor Energy Ventures Company, its sole member, is hereby adopted and shall be inserted into the minute book. (Exhibit B)

RESOLVED: That the following individuals are elected as the Officers of Central Valley Gas Storage, L.L.C.:

**Officers**

Stephen J. Cittadine

President

Daniel G. McNamara

Vice President, General Counsel and  
Secretary

Douglas M. Ruschau

Treasurer

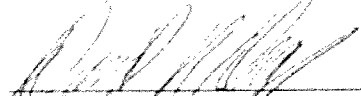
Bridget E. Shahan

Assistant Secretary

RESOLVED: That the seal which makes the following imprint is hereby adopted as the seal for Central Valley Gas Storage, L.L.C..

Dated: 2/27/08

**Executive Committee Members**

  
Daniel R. Dudge, Chairman

  
Richard L. Hawley

  
Gerald P. O'Connor

**CERTIFICATE OF FORMATION**

**OF**

**Central Valley Gas Storage, L.L.C.**

1. The name of the limited liability company is Central Valley Gas Storage, L.L.C.

2. The address of its registered office in the State of Delaware is: The Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Central Valley Gas Storage, L.L.C. this 02 day of February, 2008.

  
\_\_\_\_\_  
Nicor Energy Ventures Company – Member  
Daniel R. Dodge - President

**LIMITED LIABILITY COMPANY AGREEMENT  
OF  
Central Valley Gas Storage, L.L.C.**

**A Delaware limited liability company**

This limited liability company agreement of Central Valley Gas Storage, L.L.C. (this "Agreement"), dated as of February 6, 2008, is adopted, executed and agreed to by its sole member (as defined below).

1. **Formation.** Central Valley Gas Storage, L.L.C. (the "Company") has been formed as a Delaware limited liability company under and pursuant to the Delaware Limited Liability Company Act (the "Act").

2. **Term.** The Company shall have a perpetual existence.

3. **Purposes.** The purposes of the Company are to carry on any lawful business, purpose or activity for which limited liability companies may be formed under the Act.

4. **Sole Member.** Nicor Energy Ventures Company, a Delaware corporation, shall be the sole member of the Company (the "Member").

5. **Contributions.** Without creating any rights in favor of any third party, the Member may, from time to time, make contributions of cash or property to the capital of the Company, but shall have no obligation to do so.

6. **Distributions.** The Member shall be entitled (a) to receive all distributions (including, without limitation, liquidating distributions) made by the Company and (b) to enjoy all other rights, benefits and interests in the Company.

7. **Executive Committee.**

(a) The Member shall, from time to time, appoint individuals to serve on an executive committee (the "Executive Committee") of the Company and shall designate one such individual as the chairman of the Executive Committee (the "Chairman"). The Chairman, when present, shall preside at all meetings of the Executive Committee. The Member may at its discretion remove any individual from the Executive Committee at any time for any reason. The Company shall be managed by the Member, acting through the Executive Committee.

(b) Except as otherwise provided in this Agreement or as otherwise provided under the Act, the Executive Committee shall be responsible for the management of the business of the Company. Meetings of the Executive Committee may be called at any time by the Chairman or by any two other individuals serving on the Executive Committee and shall be held at such place as shall be specified in the notice of such meeting. Notice of any such meeting of the Executive Committee specifying the time and place at which such meeting will be held shall be given to each individual serving on the Executive Committee personally, by facsimile transmission, by e-mail or by mail or courier service at least two days before the date set for such meeting. A majority in number of the individuals serving on the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee; provided that, if less than a quorum is present at the meeting, a majority of those present may adjourn the meeting at any time without further notice. An individual serving on the Executive Committee may participate in, and act at any meeting, through use of a conference telephone or other communications equipment by means of which all individuals participating in the meeting can hear each other and participation in such manner shall constitute attendance at the meeting by the individual so participating. At all meetings of the Executive Committee at which a quorum is present, a majority vote of those present shall be decisive of all matters presented for decision at the meeting.

(c) Any action that may be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all individuals serving on the Executive Committee entitled to vote with respect to such matter.

## 8. **Officers.**

(a) There shall be elected, on an annual basis, by the Executive Committee the following principal officers of the Company, namely: a President, such number of Vice Presidents as the Executive Committee at the time may determine, a Secretary and a Treasurer. The Executive Committee may also provide for such other officers and prescribe for each such duties as in its judgment it deems desirable in the conduct of the affairs of the Company. Any such officer may be removed from office by the Executive Committee at any time and for any reason.

(b) The President shall be the chief executive officer of the Company and shall have the general management and direction, subject to the control of the Member and the Executive Committee, of the affairs of the Company. The President shall have the power to appoint any and all officers, agents and employees of the Company not required by this Agreement to be appointed by the Member or the Executive Committee. The President shall sign all papers and documents to which the President's signature may be necessary or appropriate and shall have such other powers and duties as usually devolve on the chief executive officer, and such further powers and duties as may be prescribed for the President by the Executive Committee. In the absence or disability of the Chairman, the President shall have the powers and perform the duties of the Chairman.

(d) Each of the Vice Presidents shall have such powers and duties as may be prescribed by the Executive Committee or the President.

(e) The Secretary shall attend all meetings of the Executive Committee, shall keep true and faithful records thereof in proper books to be provided for such purpose and shall have the custody and care of the Company records and minute books and such other books and records of the Company as shall normally belong in the office or custody of the Secretary. The Secretary shall have such other powers and duties as are commonly incident to the office of Secretary and as may be prescribed by the Executive Committee or the President.

(f) The Treasurer shall have such other powers and duties as are commonly incident to the office of Treasurer and as may be prescribed by the Executive Committee or the President.

9. **Dissolution.** The Company shall dissolve and its affairs shall be wound up at such time, if any, as the Member may elect. No other event will cause the Company to dissolve.

10. **Governing Law.** THIS AGREEMENT IS GOVERNED BY AND SHALL BE CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE (EXCLUDING ITS CONFLICT OF LAWS RULES).

Nicor Energy Ventures Company

By: 

Name: Daniel R. Dodge

Title: President