

EXHIBIT FF

**Declaration of Kathleen Smith
President, La Paloma Energy Center, LLC**

In Support of Motion to Expedite and Resolve Petition from La Paloma Energy Center, LLC

I, Kathleen Smith, declare under penalty of perjury under the laws of the United States of America that the following is true and correct to the best of my knowledge, information and belief:

1. I am the President of La Paloma Energy Center, LLC (“LPEC”), with responsibility since August, 2011 for managing the development of the La Paloma power plant. Since its inception I have also been the President of Coronado Power Ventures, LLC (“Coronado”) where I am responsible for managing the various power projects in which Coronado is involved. Coronado is a founding partner of LPEC.

2. I make this declaration in support of the Motion referenced above. I have personal knowledge of the issues and activities referred to herein, except where stated on information and belief. If called upon to testify, I could and would testify truthfully thereto.

3. A project developer such as LPEC must undertake many actions before it may commence construction of a new power plant. Only one of those activities is beginning the long process of applying to obtain a preconstruction Clean Air Act permit that allows construction to commence. Additionally, the developer must begin working on a parallel timeline on the development of the project. Among other things, this entails hiring engineering consultants to determine potential designs for the project, evaluating what equipment may meet the project goals and business purpose, and considering availability of transmission lines and fuel sources.

4. Obtaining a final preconstruction Clean Air Act permit is a key milestone for LPEC because LPEC cannot secure financing for the project unless it has successfully obtained all of the requisite permits. LPEC has obtained all other necessary approvals and agreements to proceed with this project. This permit is the last major milestone that LPEC needs to meet in order to secure financing and allow LPEC to commence construction.

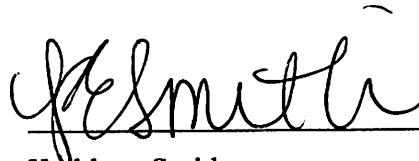
5. LPEC has committed a significant amount of time and financial resources in the development of this project for over two years. Financial obligations and consequences accrue

for LPEC each day that goes by without a preconstruction Clean Air Act permit and the resulting delay in commencing construction. These consequences become more severe with each passing day, and if allowed to go beyond our requested decision date will require the renegotiation of many of the project agreements we now have in place. There is no assurance that LPEC will be able to renegotiate these contracts under the same favorable terms it currently has negotiated.

6. The La Paloma project has been specifically sited to supply clean and affordable power to the Electric Reliability Council of Texas (“ERCOT”) market. At this time, there is a need for additional baseload generation in Texas. On information and belief, this project is necessary to ensure the power needs of ERCOT are met for the foreseeable future, particularly to replace anticipated retirements of coal-fired power plants.

7. LPEC anticipates that this project will bring approximately 99 permanent new jobs to Harlingen, Texas and over 3,000 construction jobs during the construction period. Delays in the issuance of this permit jeopardizes these jobs, and deprives Texas of this clean energy source when the reserve margins are insufficient.

Dated: January 3, 2014



Kathleen Smith
President, La Paloma Energy Center, LLC
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