

**ACCEPTANCE OF CONDITIONAL RESOLUTION
AND WAIVER OF RIGHT TO HEARING**

By signing below and returning this Acceptance of Conditional Resolution and Waiver of Right to Hearing (Acceptance and Waiver) to the Regional Water Quality Control Board (Regional Water Board), GenOn Energy, Inc. (GenOn) hereby accepts the "Offer to Participate in Expedited Payment Program" and waives the right to a hearing before the Regional Water Board to dispute the allegations of violations described in the Notice of Violation which is attached hereto as Exhibit A and incorporated herein by reference.

GenOn agrees that the attached Exhibit A shall serve as a complaint pursuant to Article 2.5 of the California Water Code (CWC) and that no separate complaint is required for the Regional Water Board to assert jurisdiction over the alleged violations through its Assistant Executive Officer. GenOn agrees to pay the penalties authorized by CWC section 13385, which shall be deemed payment in full of any civil liability pursuant to the CWC sections 13385 and 13385.1 that otherwise might be assessed for the violations described in the attached Exhibit A.

GenOn understands that this Acceptance and Waiver does not address or resolve liability for any violation that is not specifically identified in the attached Exhibit A.

Upon execution by GenOn, the Acceptance and Waiver shall be returned to:

Expedited Payment Program
California Regional Water Quality Control Board
San Francisco Bay Region
NPDES Enforcement Section, Regulatory Measure ID No. 386815
Attention: Farhad Azimzadeh
1515 Clay Street, Suite 1400
Oakland, California 94612

GenOn understands that federal regulations set forth at title 40, Code of Federal Regulations, section 123.27(d)(2)(iii) require the Regional Water Board to publish notice of and provide at least 30 days for public comment on any proposed resolution of an enforcement action. Accordingly, this Acceptance and Waiver, prior to execution by the Executive Officer of the Regional Water Board, will be published as required by law for public comment.

If no comments are received within the notice period which causes the Executive Officer of the Regional Water Board to reconsider the Expedited Payment Amount, the Executive Officer will execute the Acceptance and Waiver. Resolution of these violations by the Regional Water Board will preclude State Water Board action for these same violations.

Acceptance of Conditional Resolution and Waiver of Right to Hearing - Page 2

GenOn understands that if significant comments are received in opposition to the Expedited Payment Amount, the offer on behalf of the Regional Water Board to resolve the violations set forth in the attached Exhibit A may be withdrawn. In that circumstance, GenOn will be advised of the withdrawal and an administrative civil liability complaint may be issued and the matter may be set for a hearing before the Regional Water Board or the State Water Board. For such a liability hearing, GenOn understands that this Acceptance and Waiver executed by GenOn will be treated as a settlement communication and will not be used as evidence in that hearing.

GenOn understands that once the Acceptance and Waiver is executed by the Executive Officer of the Regional Water Board, payment of the amount in full no later than 30 days after the date of the Executive Officer's signature is a condition of this Acceptance and Waiver. GenOn must submit its payment in full by check made out to "California Regional Water Quality Control Board" and sent to the address indicated above, together with a copy of this Acceptance and Waiver after execution by the Executive Officer.

I hereby affirm that I am duly authorized to act on behalf of and to bind GenOn in the making and giving of this Acceptance and Waiver.

GenOn Energy, Inc.

By: Charles D Oliver
(Signed Name)

Feb. 8, 2013
(Date)

Charles Oliver
(Printed or typed name)

Plant Manager
(Title)

IT IS SO ORDERED PURSUANT TO CALIFORNIA WATER CODE SECTION 13385

By: _____

Bruce H. Wolfe
Executive Officer
Regional Water Quality Control Board

Note to GenOn: Please return the signed waiver with Exhibit A, together.

**EXHIBIT A
Notice of Violation**

GenOn Energy, Inc.
Pittsburg Generating Station
Located at 696 West 10th Street, Pittsburg, Contra Costa County

Mandatory Minimum Penalties without Regional Water Quality Control Board Hearing

The following table lists this facility's alleged permit exceedance of California Water Code (CWC) Sections 13385(h) and 13385(i) for which the Water Board has not assessed a mandatory minimum penalty. Final calculation of MMP amounts owed, and descriptions of the abbreviations that appear in the table are also listed in the table below.

No	CIWQS Violation ID No.	Date of Occurrence	Effluent Limitation Description (Unit)	Effluent Limit	Reported Value	Percent a Group I or Group II Pollutant is over Effluent Limitation	Type of Exceedance	CWC Section 13385(h) and/or (i) Required MMP
1	930765	8/31/2010	Mercury, Total Monthly Average (µg/L)	0.079	0.108	37%	C1, S	\$3,000
2	930767	12/17/2010	Mercury, Total Daily Maximum (µg/L)	0.12	0.17	42%	C2, S	\$3,000
3	930766	12/31/2010	Mercury, Total Monthly Average (µg/L)	0.079	0.113	43%	C3, S	\$3,000
4	930768	10/13/2011	Mercury, Total Daily Maximum (µg/L)	0.12	0.35	192%	C1, S	\$3,000
5	930769	10/31/2011	Mercury, Total Monthly Average (µg/L)	0.079	0.192	143%	C2, S	\$3,000
6	930770	1/23/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.33	175%	C3, S	\$3,000
7	930771	1/31/2012	Mercury, Total Monthly Average (µg/L)	0.079	0.195	147%	> C3, S	\$3,000
8	930772	2/21/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.63	425%	> C3, S	\$3,000
9	930773	2/29/2012	Mercury, Total Monthly Average (µg/L)	0.079	0.204	158%	> C3, S	\$3,000
10	930774	3/2/2012	Mercury, Total Daily Maximum (µg/L)	0.12	1.90	1483%	> C3, S	\$3,000
11	930775	3/31/2012	Mercury, Total Monthly Average (µg/L)	0.079	0.980	1141%	> C3, S	\$3,000
12	930776	4/25/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.38	217%	> C3, S	\$3,000
13	930777	4/30/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.15	25%	> C3, S	\$3,000
14	930778	4/30/2012	Mercury, Total Monthly Average (µg/L)	0.079	0.23	191%	> C3, S	\$3,000
15	942303	6/4/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.16	33%	> C3, S	\$3,000
16	942304	6/30/2012	Mercury, Total Monthly Average (µg/L)	0.079	0.16	103%	> C3, S	\$3,000
17	942305	8/23/2012	Mercury, Total Daily Maximum (µg/L)	0.12	1.1	817%	> C3, S	\$3,000

No	CIWQS Violation ID No.	Date of Occurrence	Effluent Limitation Description (Unit)	Effluent Limit	Reported Value	Percent a Group I or Group II Pollutant is over Effluent Limitation	Type of Exceedance	CWC Section 13385(h) and/or (i) Required MMP
18	942306	8/28/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.99	725%	> C3, S	\$3,000
19	942307	8/29/2012	Mercury, Total Daily Maximum (µg/L)	0.12	1.1	817%	> C3, S	\$3,000
20	942309	8/30/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.8	567%	> C3, S	\$3,000
21	942311	8/31/2012	Mercury, Total Daily Maximum (µg/L)	0.12	1.2	900%	> C3, S	\$3,000
22	942312	8/31/2012	Mercury, Total Monthly Average (µg/L)	0.079	1.038	1214%	> C3, S	\$3,000
23	942315	9/5/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.48	300%	> C3, S	\$3,000
24	942316	9/11/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.63	425%	> C3, S	\$3,000
25	942317	9/12/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.33	175%	> C3, S	\$3,000
26	942318	9/17/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.52	333%	> C3, S	\$3,000
27	942319	9/19/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.16	33%	> C3, S	\$3,000
28	942320	9/20/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.29	142%	> C3, S	\$3,000
29	942321	9/21/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.39	225%	> C3, S	\$3,000
30	942323	9/22/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.48	300%	> C3, S	\$3,000
31	942324	9/23/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.54	350%	> C3, S	\$3,000
32	942325	9/24/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.58	383%	> C3, S	\$3,000
33	942327	9/27/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.17	42%	> C3, S	\$3,000
34	942328	9/30/2012	Mercury, Total Monthly Average (µg/L)	0.079	0.415	425%	> C3, S	\$3,000
35	942329	10/2/2012	Mercury, Total Daily Maximum (µg/L)	0.12	2	1567%	> C3, S	\$3,000
36	942331	10/5/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.35	192%	> C3, S	\$3,000
37	942332	10/18/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.61	408%	> C3, S	\$3,000
38	942334	10/23/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.19	58%	> C3, S	\$3,000
39	942335	10/24/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.15	25%	> C3, S	\$3,000
40	942337	10/29/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.56	367%	> C3, S	\$3,000
41	942338	10/31/2012	Mercury, Total Monthly Average (µg/L)	0.079	0.643	714%	> C3, S	\$3,000
42	942340	11/8/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.4	233%	> C3, S	\$3,000
43	942341	11/13/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.2	67%	> C3, S	\$3,000

No	CIWQS Violation ID No.	Date of Occurrence	Effluent Limitation Description (Unit)	Effluent Limit	Reported Value	Percent a Group I or Group II Pollutant is over Effluent Limitation	Type of Exceedance	CWC Section 13385(h) and/or (i) Required MMP
44	942343	11/16/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.24	100%	> C3, S	\$3,000
45	942344	11/17/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.18	50%	> C3, S	\$3,000
46	942345	11/20/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.15	25%	> C3, S	\$3,000
47	942347	11/26/2012	Mercury, Total Daily Maximum (µg/L)	0.12	0.25	108%	> C3, S	\$3,000
48	942348	11/30/2012	Mercury, Total Monthly Average (µg/L)	0.079	0.134	70%	> C3, S	\$3,000
Total								\$144,000
<p>Legend for Table: CIWQS = California Integrated Water Quality System database used by the Water Boards to manage violation and enforcement activities. Violation ID = Identification number assigned to a permit exceedance in CIWQS. CWC = California Water Code. C = Count -- The number that follows represents the number of exceedances GenOn has had in the past 180 days, including this violation. A count greater than three (> C3) means that a penalty under CWC Section 13385(i) applies. S = Serious, which means that a penalty under CWC Section 13385(h) applies when an effluent limitation is exceeded 40% or more for a Group I pollutant or 20% or more for a Group II pollutant.</p> <p style="text-align: right;">Regulatory Measure ID: 386815 Place ID: 248542 WDID: 2 071030001</p>								