

**ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**  
**BOARD OF DIRECTORS RESOLUTION**

**WHEREAS**, Robert Manning of HEB Grocery Company LP was originally elected to serve as a Director on the Board of Directors of the Electric Reliability Council of Texas, Inc. (“ERCOT”) in August 1999; and

**WHEREAS**, Mr. Manning has served with distinction as a Director since that time; and

**WHEREAS**, Mr. Manning has served as Vice-Chairman of the Board of Directors since December 2002; and

**WHEREAS**, Mr. Manning has provided guidance and wisdom through his tenure as a Director on various matters affecting ERCOT and, specifically, the Commercial Consumer segment; and

**WHEREAS**, Mr. Manning has chosen to cease serving as an ERCOT Director as of December 2006.

After full discussion and due consideration thereof, it was duly:

**RESOLVED**, that the ERCOT Board of Directors wishes to express its most sincere appreciation and thanks to Mr. Manning for his time, guidance and wisdom during his tenure as a member of the ERCOT Board of Directors.

**CORPORATE SECRETARY’S CERTIFICATE**

I, James Thorne, General Counsel and Corporate Secretary of the Electric Reliability Council of Texas, Inc., a Texas nonprofit corporation (“ERCOT”), do hereby certify that, at the December 12, 2006 ERCOT Board Meeting, the Board of Directors of ERCOT passed a motion approving the above resolution.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_ day of \_\_\_\_\_, 20\_\_\_.

\_\_\_\_\_  
James L. Thorne  
General Counsel and Corporate Secretary