

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

WHEREAS, Bob Kahn of Austin Energy was originally elected to serve as a Director on the Board of Directors of the Electric Reliability Council of Texas, Inc. ("ERCOT") in January 2002; and

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

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

WHEREAS, Mr. Kahn has served as the Chair of the Human Resources & Governance Committee of the Board; and

WHEREAS, Mr. Kahn 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. Kahn 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