

RESOLUTION OF THE BOARD OF DIRECTORS OF  
TEXAS REGIONAL ENTITY, A DIVISION OF  
ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.

November 18, 2008

WHEREAS, the board of directors (the "Board") of Texas Regional Entity, a division of Electric Reliability Council of Texas, Inc., a Texas non-profit corporation must annually select a public accounting firm to audit or review the Texas Regional Entity financial statements;


WHEREAS, after consideration, the Board deems it desirable and in the best interest of Texas Regional Entity to select PricewaterhouseCoopers, LLP as the independent public accounting firm to audit the Texas Regional Entity 2008 financial statements;

THEREFORE be it RESOLVED, that PricewaterhouseCoopers, LLP is hereby selected as the independent public accounting firm to audit the 2008 financial statements of Texas Regional Entity.

CORPORATE SECRETARY'S CERTIFICATE

I, Susan Vincent, Corporate Secretary of Texas Regional Entity, do hereby certify that, at the November 18, 2008 Texas Regional Entity Board Meeting, the Board of Directors of Texas Regional Entity approved the above referenced Resolution. The Motion passed by unanimous voice vote.

IN WITNESS WHEREOF, I have hereunto set my hand this 18<sup>th</sup> day of November, 2008.



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Susan Vincent  
Corporate Secretary