

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

February 16, 2009

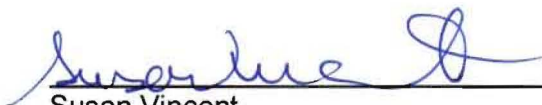
WHEREAS, the board of directors (the "Board") of Texas Regional Entity, a division of Electric Reliability Council of Texas, Inc., a Texas non-profit corporation deems it desirable and in the best interest of Texas Regional Entity to expand the scope of the Texas Regional Entity Advisory Committee ("Advisory Committee") to allow it to discuss compliance matters in months when the Board does not meet;

THEREFORE be it RESOLVED, that the Texas Regional Entity Advisory Committee is hereby authorized and approved by the Board to discuss compliance matters during meetings in months when the Board does not meet.

CORPORATE SECRETARY'S CERTIFICATE

I, Susan Vincent, Corporate Secretary of Texas Regional Entity, do hereby certify that, at the February 16, 2009 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 16th day of February, 2009.



Susan Vincent
Corporate Secretary