

GENERAL CERTIFICATE OF UNIT

We, the undersigned, County Judge and County Clerk of Fort Bend County, Texas (the "Unit"), make this certification for the benefit of all persons interested in the issuance by the Fort Bend County Industrial Development Corporation (the "Issuer") of its Industrial Development Revenue Bonds (NRG Energy, Inc. Project) Series 2012 (the "Bonds"). I hereby certify that:

1. The Issuer was created and authorized to act on behalf of the Unit, and the Articles of Incorporation and bylaws of the Issuer were approved by the Commissioners Court (the "Governing Body") of the Unit.

2. From October 15, 2010 through January 25, 2011, the following named persons duly constituted the Board of Directors of the Issuer, holding the offices set forth opposite their names:

Russell Jones	President
Mike Siwierka	Vice President
Robert Treacy	Secretary
Kevin Matocha	Assistant Secretary
Jimmy Coleman	Treasurer

From January 25, 2011 and at all times since, the following named persons duly constituted the Board of Directors of the Issuer, holding the offices set forth opposite their names:

Russell Jones	President
Mike Siwierka	Vice President
Robert Treacy	Secretary
Jimmy Coleman	Treasurer
Jarvis V. Hollingsworth	Director

3. Attached hereto as Exhibit A is a true and correct copy of the "Resolution Approving Issuance by Fort Bend County Industrial Development Corporation of Industrial Development Revenue Bonds (NRG Energy, Inc. Project) Series 2012 and Other Matters in Connection Therewith" adopted by the Governing Body on February 7, 2012, approving the resolution of the Issuer agreeing to issue the Bonds, and approving the plan of finance, including the issuance of the Bonds and the Project to be financed and refinanced with the plan of finance as required by the Internal Revenue Code of 1986, as amended. Such resolution has not been amended, annulled, rescinded or revoked and remains in full force and effect on the date hereof.

4. The Unit has approved all programs and expenditures of the Issuer in connection with the issuance of the Bonds and the transactions contemplated thereby.

5. No litigation is pending against the Unit or the Governing Body or, to the best of our knowledge after reasonable investigation, threatened against the Unit or the Governing Body:

(i) to restrain or enjoin the issuance or delivery of the Bonds; or

(ii) in any way contesting (a) the right and power of the Unit in connection with any action taken by it towards the creation of the Issuer or the issuance of the Bonds or (b) the title or authority of the Governing Body or the Board of Directors of the Issuer.

The Attorney General of the State of Texas is hereby authorized to date this certificate on and as of the date of his approval of the Bonds, and this certificate and the matters herein certified shall be deemed for all purposes to be true, accurate and correct on and as of that date, and on and as of the date of delivery of the Bonds, unless the Unit through an authorized officer shall notify the Attorney General and the Issuer in writing to the contrary prior to either of such dates.

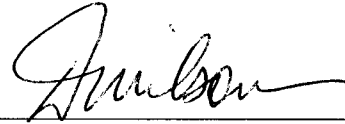
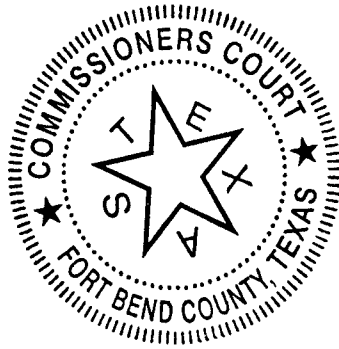
WITNESS MY HAND AND THE OFFICIAL SEAL OF THE UNIT on

2-7-12



County Judge

(COUNTY SEAL)



County Clerk

DANNE WILSON

Exhibit A

Resolution of Governing Body

Attached