

CERTIFICATE FOR RESOLUTION

I, the undersigned, County Clerk of Fort Bend County, Texas (the "Unit"), hereby certify as follows:

1. The Commissioners Court (the "Governing Body") of the Unit convened in regular session at its designated meeting place in Fort Bend County, Texas on February 7, 2012 (the "Meeting"), and the roll was called of the duly constituted members of the Governing Body, to-wit:

Robert E. Hebert	County Judge
Richard Morrison	Commissioner Precinct # 1
Grady Prestage	Commissioner Precinct # 2
Andy Meyers	Commissioner Precinct # 3
James Patterson	Commissioner Precinct # 4

All of such persons were present, except the following absentees: none, thus constituting a quorum. Whereupon a written:

APPROVAL OF 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

(the "Resolution") was duly moved and seconded and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by the following votes:

AYES: 5 NOES: 0 ABSTENTIONS: 0

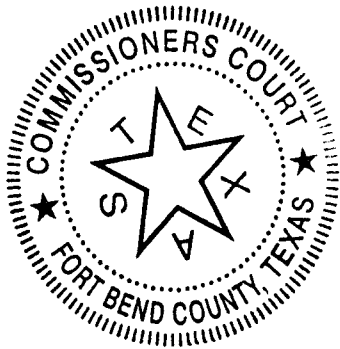
2. A true, full and correct copy of the Resolution is attached to and follows this Certificate; the Resolution has been duly recorded in the minutes of the Meeting; the above and foregoing paragraph is a true, full, and correct excerpt from the minutes of the Meeting pertaining to the adoption of the Resolution; the persons named in the above and foregoing paragraph are the duly elected, qualified and acting members of the Governing Body; each of such members was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting, and that the Resolution would be introduced and considered for adoption at the Meeting, and each of such members consented, in advance, to the holding of the Meeting for such purpose; and the Meeting was open to the public, and public notice of the time, place, and purpose of the Meeting was given, all as required by Chapter 551, Texas Government Code.

SIGNED AND SEALED the 7th day of February, 2012.



Dianne Wilson, County Clerk

[COUNTY SEAL]



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

WHEREAS, the Fort Bend County Industrial Development Corporation (the “*Issuer*”) was created by the Commissioners Court (the “*Commissioners Court*”) of Fort Bend County, Texas (the “*Unit*”) pursuant to the provisions of the Development Corporation Act of 1979, Article 5190.6, Vernon’s Annotated Texas Civil Statutes (recodified as the Texas Development Corporation Act, Chapter 501, Texas Local Government Code), as amended from time to time (the “*Act*”); and

WHEREAS, on February 3, 2012 the Issuer adopted the “Resolution Authorizing Issuance of Fort Bend County Industrial Development Corporation Industrial Development Revenue Bonds (NRG Energy, Inc. Project) Series 2012 and Authorizing and Approving Other Matters in Connection Therewith”, a copy of which is attached hereto as **Exhibit A** (the “*Issuer Bond Resolution*”) authorizing (i) the issuance, sale and delivery of the Issuer’s Industrial Development Revenue Bonds (NRG Energy, Inc. Project) Series 2012 in one or more series in the aggregate principal amount not to exceed \$242,225,100 (the “*Bonds*”), pursuant to the terms and provisions of a bond indenture (the “*Indenture*”), (ii) the sale of the Bonds pursuant to the terms of an underwriting agreement, (iii) the loan of the proceeds of the Bonds to NRG Energy, Inc. (the “*User*”) pursuant to a loan agreement for purposes of financing the project described therein and in the Public Hearing Notice (the “*Project*”), and (iv) the payment of the principal of, premium, if any, and interest on the Bonds with revenues derived from the loan agreement, and (v) certain other actions in connection with the foregoing; and

WHEREAS, Section 501.204 of the Act requires that the governing body of the Unit approve the resolution of the Issuer providing for the issuance of the Bonds no more than 60 days prior to the delivery of the Bonds; and

WHEREAS, the Commissioners Court is the governing body of the Unit and deems it necessary and advisable that this Resolution be adopted; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “*Code*”), requires that the plan of finance, including the issuance of the Bonds, be approved by the “applicable elected representative” (the “*AER*”) of the governmental unit in which the Project is located after a public hearing following reasonable public notice (the “*AER Approval*”); and

WHEREAS, with respect to the plan of finance, including the issuance of the Bonds, and the Project, the Commissioners Court is an AER; and

WHEREAS, a public hearing with respect to the plan of finance, including the issuance of the Bonds, was held on January 23, 2012 on behalf of the Issuer and the Unit, notice of such public hearing (the "Public Hearing Notice") having been published not less than 14 days before the day of such hearing in a newspaper of general circulation available to residents within the boundaries of the Unit; and

WHEREAS, the Commissioners Court desires hereby to approve and ratify the holding of such public hearing by the hearing officer designated in the Public Hearing Notice (the "*Hearing Officer*") and the publication of such Public Hearing Notice.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF FORT BEND COUNTY, TEXAS THAT:

SECTION 1. All of the above recitals are found and determined to be true and correct and are incorporated into the body of this Resolution as if copied in their entirety, including the terms defined therein.

SECTION 2. The Commissioners Court hereby approves the Issuer Bond Resolution, a copy of which is attached hereto as **Exhibit A**.

SECTION 3. The Public Hearing with respect to the plan of finance, including the issuance of the Bonds, and the Project was held on behalf of the Unit on January 23, 2012, at 11:00 a.m. by the Hearing Officer, and the minutes of such hearing which are attached hereto as **Exhibit B** are hereby approved. Notice of such public hearing, a copy of which is attached to **Exhibit B** attached hereto and is hereby approved, was published not less than 14 days before the date of such hearing in one or more newspapers of general circulation available to the residents within the boundaries of the Unit. Such Public Hearing Notice included the date, time and place of the public hearing, the location, general nature and the initial owner of the Project and the plan of finance, including the maximum aggregate principal amount of the Bonds. All comments from interested persons, if any, were taken at such public hearing.

SECTION 4. All actions taken by or on behalf of the Unit and the Issuer with respect to the appointment of the Hearing Officer, the publication of the Public Hearing Notice and the conducting of such Public Hearing are hereby authorized, approved and ratified.

SECTION 5. For the sole purpose of satisfying the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, and the requirements of the Act, the plan of finance, including the issuance of the Bonds in an amount not to exceed \$242,225,100 and the Project to be financed with the plan of finance, all as described in the published notice of public hearing presented to the Commissioners Court, are approved; PROVIDED, HOWEVER, THAT THE APPROVALS HEREIN GRANTED ARE SOLELY FOR PURPOSES OF SATISFYING THE REQUIREMENTS OF THE ACT AND THE CODE, AND SHALL NOT BE CONSTRUED AS A REPRESENTATION, WARRANTY OR OTHER UNDERTAKING OF ANY KIND BY THE UNIT IN RESPECT TO THE PLAN OF FINANCE, THE BONDS OR THE PROJECT. THE BONDS SHALL NOT CONSTITUTE OBLIGATIONS OF THE UNIT OR A PLEDGE OF ITS FAITH AND CREDIT, AND THE UNIT SHALL NOT BE

OBLIGATED TO PAY THE BONDS OR THE INTEREST THEREON OR OTHERWISE INCUR ANY LIABILITY IN RESPECT THEREOF.


SECTION 6. The County Judge, Commissioners and County Clerk of the Unit and the other officers of the Unit are hereby authorized, jointly and severally, to execute and deliver such endorsements, instruments, certificates, documents, or papers necessary and advisable to carry out the intent and purposes of this Resolution.

PASSED AND ADOPTED THIS 7th DAY OF FEBRUARY, 2012.



Robert E. Hebert, County Judge

ATTEST:



Dianne Wilson, County Clerk

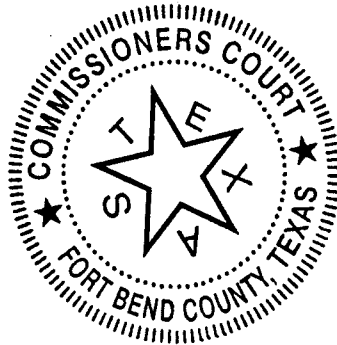


EXHIBIT A

Issuer Bond Resolution

Attached

CERTIFICATE OF RESOLUTION

THE STATE OF TEXAS §
§
COUNTY OF FORT BEND §

I, the undersigned officer of the Board of Directors of the FORT BEND COUNTY INDUSTRIAL DEVELOPMENT CORPORATION (the "Corporation"), hereby certify as follows:

1. In accordance with the Bylaws of the Corporation, the Board of Directors of the Corporation (the "Board") held a meeting on February 3, 2012 (the "Meeting") of the duly constituted officers and members of the Board, to-wit:

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

and all of such persons participated in the Meeting, except Director Coleman, thus constituting a quorum. Whereupon, among other business transacted at the Meeting, a written:

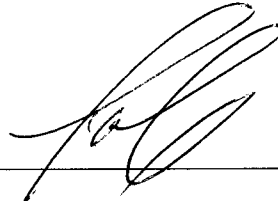
RESOLUTION AUTHORIZING ISSUANCE OF FORT BEND COUNTY INDUSTRIAL DEVELOPMENT CORPORATION INDUSTRIAL DEVELOPMENT REVENUE BONDS (NRG ENERGY, INC. PROJECT) SERIES 2012 AND AUTHORIZING AND APPROVING OTHER MATTERS IN CONNECTION THEREWITH

(the "Resolution") was introduced for the consideration of the Board. It was then duly moved and seconded that said Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of said Resolution, prevailed and carried by vote of 3 Ayes, 0 Noes and 1 Abstentions.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified of the time, place, and purpose of the Meeting in accordance with the Bylaws, and that the Resolution would be introduced and considered for adoption at the Meeting; and the Meeting was held and conducted in accordance with the Articles of Incorporation and Bylaws of the Corporation.

3. Said Meeting was open to the public as required by law; and public notice of the date, time, place and purpose of the Meeting was given, all as required by Chapter 551, Texas Government Code.

WITNESS MY HAND AND THE OFFICIAL SEAL OF THE CORPORATION, this
3rd day of February, 2012.



Secretary

[SEAL]

RESOLUTION AUTHORIZING ISSUANCE OF FORT BEND COUNTY INDUSTRIAL DEVELOPMENT CORPORATION INDUSTRIAL DEVELOPMENT REVENUE BONDS (NRG ENERGY, INC. PROJECT) SERIES 2012 AND AUTHORIZING AND APPROVING OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, pursuant to the Texas Development Corporation Act, Chapter 501, Texas Local Government Code, as amended (the “*Act*”), the Fort Bend County Industrial Development Corporation (the “*Corporation*”), on behalf of Fort Bend County, Texas (the “*Unit*”), is empowered to issue bonds to finance the cost of projects to promote the development and expansion of manufacturing and industrial facilities to promote and encourage employment and the public welfare by the issuance of obligations of the Corporation, which projects will be inside the Unit’s boundaries; and

WHEREAS, on October 15, 2010, the Corporation adopted a “Resolution Regarding Request of NRG Energy, Inc. for the Issuance of One or More Series of Revenue Bonds; Authorizing the Filing of an Application for Allocation of Private Activity Bonds With the Texas Bond Review Board; Authorizing A Public Hearing Regarding Bonds; Approving Publication of Notice of Public Hearing and Appointing Hearing Officers; and Authorizing Other Action Related Thereto” and on November 10, 2011 the Corporation adopted a “Resolution Supplementing Resolution Regarding Request of NRG Energy, Inc. for the Issuance of One or More Series of Revenue Bonds; and Authorizing other Action Related Thereto (together, the “*Intent Resolution*”), pursuant to which Intent Resolution the Corporation authorized and agreed to issue up to \$348,800,000 in revenue bonds for the purpose of financing the hereinbelow described Project; and

WHEREAS, the Corporation has determined, based on representations of NRG Energy, Inc., a Delaware corporation (the “*User*”), that: (i) the Project constitutes a “project” within the meaning of the Act and is an undertaking the costs of which are eligible to be paid from the proceeds of qualified Hurricane Ike disaster area bonds under Section 704, Heartland Disaster Tax Relief Act of 2008 (the “*Disaster Relief Act*”) and (ii) the issuance of the Bonds and the loan of the proceeds thereof to the User to finance the costs of the Project will be in furtherance of the corporate purposes of the Corporation and the public purposes of the Act; and

WHEREAS, the Unit is located in the Hurricane Ike disaster area, as defined by Section 704 of the Disaster Tax Relief Act, as required under Section 501.451 of the Act; and

WHEREAS, on April 14, 2011, the Bonds were designated by the Governor of Texas as “qualified Hurricane Ike disaster area bonds” and the Corporation received a reservation for \$242,225,100 of bonds to be issued in connection with a project of the User, such project consisting of all or any portion of the improvements to real property located or to be located at the WA Parish Electric Generating Station (the “*Power Plant*”) in Fort Bend County, Texas, including: (a) a CO2 capture unit, (b) power and steam supply systems, (c) a CO2 compressor, and (d) a CO2 pipeline, the purpose of the Project being to capture and sequester carbon dioxide (CO2) from a portion of the flue gas produced from one of the coal-fired power generation units at the Power Plant, and related equipment and facilities, all as further described in the Intent Resolutions and in the Agreement (collectively, the “*Project*”); and

WHEREAS, the User has requested that the Corporation issue its limited obligation revenue bonds hereinafter described and loan the proceeds of the sale thereof to the User to be used to finance all or a portion of the Project and to pay costs of issuance of the Bonds, and to such end the User has offered to enter into a Loan Agreement (one or more, as provided in Section 2 below) (each, an “*Agreement*”) with the Corporation, a copy of which has been presented for review by this Board, by which the User will agree to make loan payments sufficient to pay the principal of, premium, if any, and interest on such bonds and certain other amounts due under the Agreement; and

WHEREAS, a Bond Indenture (one or more, as provided in Section 2 below) (each, an “*Indenture*”), between the Corporation and Wells Fargo Bank, National Association, as trustee, together with the Agreement, has been presented for consideration by this Board, which Indenture would establish terms for and provide for the issuance of the Corporation’s Industrial Development Revenue Bonds (NRG Energy, Inc. Project) Series 2012 (the “*Bonds*”), as therein described; and

WHEREAS, the Bonds may be issued in the aggregate principal amount not to exceed \$242,225,100 in one or more series and on one or more separate closing dates, and each of the documents approved hereby may be entered into as a single document or as separate substantially similar documents for each series of the Bonds;

WHEREAS, an Underwriting Agreement (one or more, as provided in Section 2 below) (each, an “*Underwriting Agreement*”), among Merrill, Lynch, Pierce, Fenner & Smith Incorporated (the “*Underwriter*”), the Corporation, and the User, which provides for the purchase of the Bonds by the Underwriter, has been presented for consideration by this Board; and

WHEREAS, the Bonds when issued will be limited obligations of the Corporation payable solely from revenues provided under the Agreement; none of the State of Texas (the “*State*”), the Unit, nor any other political corporation, subdivision, or agency of the State is obligated to pay principal of or interest on the Bonds; and neither the faith and credit nor the taxing power of the State, the Unit nor any other political corporation, subdivision or agency of the State is pledged to the payment of the principal of or interest on the Bonds; and

WHEREAS, an official statement (one or more, as provided in Section 4 below) (each, an “*Offering Document*”) relating to the Bonds has been presented for consideration by this Board; and

WHEREAS, the necessity and convenience of financing the Project have been fully examined and discussed, copies of the above-described proposed instruments have been provided to this Board and presented for its consideration at this meeting, and the Board finds that it is in the best interest of the public and the Corporation and assists in carrying out the purpose of the Corporation and of the Act to authorize the execution and delivery of such documents and the issuance of the Bonds.

THE BOARD THEREFORE FINDS AND DETERMINES THAT:

A. The Project is comprised of equipment, facilities, and improvements which are required or suitable for the promotion of development and expansion of industrial facilities and are in furtherance of the public purposes of the Act.

B. The financing of the Project by means of the issuance of the Bonds and the loan of the proceeds thereof will promote commerce within the Unit and the State and encourage employment and the public welfare, by increasing or stabilizing employment opportunities and significantly increasing or stabilizing the property tax base, in furtherance of, and is necessary and convenient to accomplish, the corporate purposes of the Corporation.

C. The Project constitutes a "project" within the meaning of the Act and is an undertaking the costs of which are eligible to be paid from the proceeds of qualified Hurricane Ike disaster area bonds under the Disaster Relief Act.

D. The terms and conditions of the Bonds and the above-described instruments are advisable and acceptable to the Board.

BE IT THEREFORE RESOLVED BY THE BOARD OF DIRECTORS OF THE FORT BEND COUNTY INDUSTRIAL DEVELOPMENT CORPORATION THAT:

Section 1. All of the above recitals and findings are found and determined to be true and correct and are incorporated into the body of this Resolution as if copied in their entirety.

Section 2. The terms of the Agreement, the Indenture and the Underwriting Agreement, in substantially the forms and to the effect presented to the Board, are hereby approved. If the Bonds are issued in more than one series or on more than one closing date, such documents may be entered into separately for one or more series or as single documents for all of the Bonds, all of which is hereby approved.

Section 3. The President and/or Vice President and, as necessary, the Secretary of the Board are hereby severally authorized and directed to execute and deliver, or to accept, as appropriate, and to effect performance by the Corporation of its obligations under, the Agreement, the Indenture and the Underwriting Agreement, to execute and deliver any and all certificates and other instruments described in the Agreement, the Indenture and the Underwriting Agreement upon the conditions therein described or otherwise required or desirable in connection with the issuance of the Bonds, all in the name and as the act of the Corporation, all upon the terms herein approved, and the President, Vice President and Secretary are authorized to negotiate and approve such changes in the terms of each such instruments (prior to the execution and delivery thereof), as such officers shall deem necessary or appropriate, and approval of the terms of each such instrument by such officers shall be conclusively evidenced by the execution and delivery thereof by one or more of such officers.

Section 4. The Board hereby authorizes and approves the preparation and distribution of the Offering Document (which may be in preliminary and/or final form) relating to the Bonds; and provided further that such Offering Document may, at the option of the Borrower, be restyled as limited offering memorandum, official statement, or other disclosure document as desirable to effect the marketing of the Bonds, and any such document is hereby approved and authorized, subject to review of counsel to the Corporation. If the Bonds are issued in more than

one series or on more than one closing date, the Board authorizes and approves the preparation of multiple substantially similar Offering Documents that describe a single series or multiple series of the Bonds.

Section 5. The issuance, sale and delivery of the Bonds, in substantially the form and substance set forth in the Indenture, with a maximum maturity not to exceed 40 years, are hereby approved and the President, Vice President and Secretary are hereby authorized and directed, for and on behalf of the Corporation, to execute the Bonds or have their manual or facsimile signatures placed upon the Bonds, and such officers are hereby authorized and directed to deliver the Bonds, and the seal of the Corporation is hereby authorized and directed to be affixed or placed in facsimile on the Bonds. Registration of the Bonds upon the terms and conditions and in the manner described in the Indenture, as the same may be modified as authorized by this Resolution, and the delivery thereof pursuant to the Underwriting Agreement at the price set forth therein, as approved by the officers executing the same, are hereby authorized.

Section 6. Wells Fargo Bank, National Association is hereby appointed as Trustee under the Indenture, thereby serving as Paying Agent and Tender Agent for the Bonds under the terms of the Indenture.

Section 7. The President and Vice President of the Board are hereby severally authorized to execute and deliver to the Trustee the written request or order of the Corporation for the authentication and delivery of the Bonds by the Trustee in accordance with the Indenture.

Section 8. This Board hereby ratifies the appointment of Vinson & Elkins LLP and approves the appointment of Bracewell & Giuliani LLP, as Co-Bond Counsel, and authorizes such firms to submit to the Attorney General of Texas, for approval as required under Texas Government Code Section 1202.003, a transcript of legal proceedings relating to the issuance, sale and delivery of the Bonds.

Section 9. This Board hereby determines that the Bonds shall bear interest at the rates and for the periods to be determined as set forth in the Indenture, the Underwriting Agreement, and the Bonds; provided, however, the Bonds shall not bear interest at a rate greater than the interest rate set forth in Texas Government Code, Section 1204.006.

Section 10. The actions and obligations authorized in Section 1 through 9 of this Resolution shall be subject to and conditioned upon the receipt by the Corporation, at the date of delivery and payment for the Bonds (the "*Issue Date*") of (i) the purchase price for the Bonds; (ii) evidence, satisfactory to Co-Bond Counsel, of approval of the Bonds by the Unit; (iii) a copy of the approving opinion of the Attorney General of the State and registration certificate of the Comptroller of Public Accounts of the State; and (iv) such opinions, evidences, certificates, instruments or other documents as shall be requested by the Corporation's Counsel or by Co-Bond Counsel in connection with the issuance of the Bonds.

Section 11. All action (not inconsistent with provisions of this Resolution) heretofore taken by this Board and the officers of the Corporation relating to the financing of the Project and the issuance of the Bonds shall be and the same hereby is ratified, approved, and confirmed. The officers of this Board, or any of them, are authorized to take any and all action necessary to

carry out and consummate the transactions described in or contemplated by the instruments approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 12. After any of the Bonds are issued, this Resolution shall be and remain irrevocable until the Bonds or interest thereon shall have been fully paid or provisions for payment shall have been made pursuant to the Indenture.

Section 13. The officers, employees and agents of the Corporation, and each of them, shall be and each is expressly authorized, empowered and directed from time to time and at any time to do and perform all acts and things and to execute, acknowledge and deliver in the name and under the corporate seal and on behalf of the Corporation all certificates, financing statements, requests, orders, tax certificates, instruments and other papers, whether or not herein mentioned, as they may determine to be necessary or desirable in order to carry out the terms and provisions of this Resolution and of the Bonds to be issued hereunder, as well as the terms and provisions of the Indenture, the Agreement and the Underwriting Agreement hereby authorized and approved, such determination to be conclusively evidenced by the performance of such acts and things and the execution of any such certificate, financing statement, instrument or other paper.

Section 14. If any section, paragraph, clause, or provisions of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution. In case any obligations of the Corporation authorized or established by this Resolution or the Bonds is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the Corporation to the fullest extent permitted by law.

Section 15. The Board hereby finds and declares that written notice of the date, hour, place and subject of the meeting at which this Resolution was adopted was posted and that such meeting was open to the public as required by law at all times during which this Resolution and the subject matter hereof were discussed, considered and formally acted upon, all as required by Chapter 551, Texas Government Code, and the Act.

Section 16. This Resolution shall take effect and be in full force and effect upon and after its passage.

PASSED AND APPROVED this 3rd day of February, 2012.

* * *

EXHIBIT B

Certificate of Public Hearing Officer

Attached

CERTIFICATE OF PUBLIC HEARING OFFICER
REGARDING PUBLIC HEARING (INTERNAL REVENUE CODE § 147(f))

FORT BEND COUNTY INDUSTRIAL DEVELOPMENT CORPORATION
INDUSTRIAL DEVELOPMENT REVENUE BONDS
(NRG ENERGY, INC. PROJECT)
SERIES 2012

I, the undersigned, do hereby make and execute this certificate for the benefit of all persons interested in the issuance of the above-referenced bonds (collectively, the "Bonds").

I hereby certify as follows:

1. I am the designee of the duly appointed hearing officer for the public hearing which was held in connection with the issuance of the above-named Bonds at the time and place indicated in the Notice of Public Hearing included in **Exhibit A** attached hereto.
2. Notice of the public hearing was published no less than 14 days before the date of the public hearing in a newspaper of general circulation available to residents of Fort Bend County, Texas, as evidenced by the Affidavit of Publication of the Notice of Public Hearing attached hereto as **Exhibit A**.
3. All persons appearing at the public hearing were given an opportunity to comment on the proposed plan of finance, including the issuance of the Bonds, and the facilities to be financed or refinanced with the plan of finance. No such persons appeared or made comments except as is set forth on **Exhibit B** attached hereto.
4. After giving all interested persons an opportunity to appear and comment, the public hearing was declared closed.

WITNESS MY HAND this 23rd day of January, 2012.

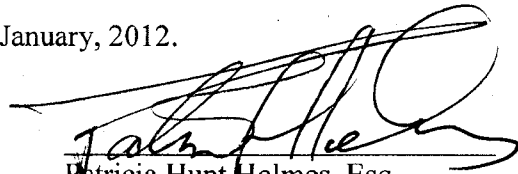

Patricia Hunt Holmes, Esq.
Hearing Officer

Exhibit A - Affidavit of Publication of the Notice of Public Hearing
Exhibit B - Names and Comments of Persons Attending Public Hearing

EXHIBIT A

AFFIDAVIT OF PUBLICATION OF THE NOTICE OF PUBLIC HEARING

ATTACHED

AFFIDAVIT OF PUBLICATION

STATE OF TEXAS:

COUNTY OF HARRIS:

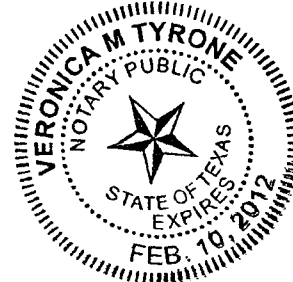
Before me, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared, the Newspaper Representative at the HOUSTON CHRONICLE, a daily newspaper published in Harris County, Texas and generally circulated in the Counties of: HARRIS, TRINTY, WALKER, GRIMES, POLK, SAN JACINTO, WASHINGTON, MONTGOMERY, LIBERTY, AUSTIN, WALLER, CHAMBERS, COLORADO, BRAZORIA, FORT BEND, GALVESTON, WHARTON, JACKSON, and MATAGORDA and that the publication, of which the annexed herein, or attached to, is a true and correct copy, was published to-wit:

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Edward Silva

NEWSPAPER REPRESENTATIVE

Sworn and subscribed to before me, this the 23rd Day of January A.D. 2012



Veronica M. Tyrone

Notary Public in and for the State of Texas

**NOTICE OF
PUBLIC HEARING
FORT BEND COUNTY
INDUSTRIAL
DEVELOPMENT
CORPORATION
INDUSTRIAL
DEVELOPMENT
REVENUE BONDS
(NRG ENERGY, INC.
PROJECT)
SERIES 2012**

Notice is hereby given of a public hearing to be held on Monday, January 23, 2012, at 11:00 a.m., at the offices of Vinson & Elkins LLP, 1001 Fannin Street, Suite 2500, Conference Room 26A (26th floor), Houston, Texas 77002 with respect to a plan of finance including the issuance of one or more series of the above-captioned tax-exempt qualified Hurricane like disaster area bonds by the Fort Bend County Industrial Development Corporation (the "Issuer") in a par amount not to exceed \$242,225,100 (the "Bonds").

The proceeds of the Bonds will be loaned to NRG Energy, Inc. or an affiliate (the "User") to be used (a) to finance and/or reimburse the User for costs of construction and improvement of facilities to capture and sequester carbon dioxide (CO₂) from a portion of the flue gas produced from one of the coal-fired power generation units at the WA Parish Electric Generating Station located at 2500 Y. U. Jones Road, Thompsons, Fort Bend County, Texas 77469-3558, the major components of such improvements being a CO₂ capture unit, power and steam supply systems, a CO₂ compressor, a CO₂ pipeline facility, and related equipment and facilities, and (b) to pay a portion of the costs of issuance of the Bonds (collectively, the "Project"). The User is the initial owner of the Project.

The public hearing will be conducted by Patricia Hunt Holmes or her designee (the "Hearing Officer"). All interested persons are invited to attend such public hearing to express their views with respect to the Project and the plan of finance, including the issuance of the Bonds. Questions or requests for additional information may be directed to the Hearing Officer, c/o Vinson & Elkins L.L.P., 1001 Fannin, Suite 2500, Houston, Texas 77002 (facsimile: 713.615.5614). Persons who intend to appear at the hearing and express their views are invited to contact the Hearing Officer in writing in advance of the hearing. Any interested persons unable to attend the hearing may submit their views in writing to the Hearing Officer prior to the date scheduled for the hearing.

This notice is published and the above-described hearing is to be held in satisfaction of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, regarding the public approval prerequisite to the exemption from federal income taxation of the interest on the Bonds.

EXHIBIT B

NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING

NONE