

## 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 2012B (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. On May 14, 2012 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 2012B and Other Matters in Connection Therewith" adopted by the Governing Body on October 2, 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 Such resolution has not been amended, annulled, rescinded or revoked and remains in full force and effect on the date hereof.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:

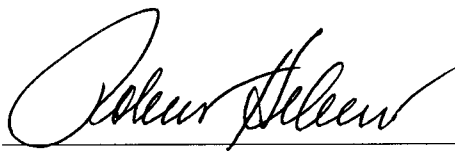
(i) to restrain or enjoin the issuance or delivery of the Bonds; or

(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.

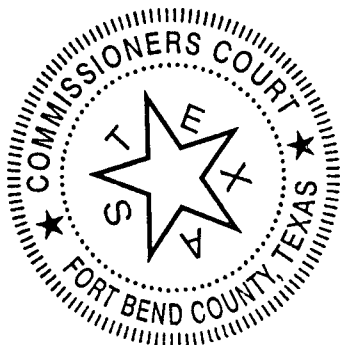
WITNESS MY HAND AND THE OFFICIAL SEAL OF THE UNIT on

\_\_\_\_\_.



County Judge

(COUNTY SEAL)





County Clerk

**Exhibit A**

**Resolution of Governing Body**

Attached

## 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 October 2, 2012 (the "*Meeting*"), and the roll was called of the duly constituted members of the Governing Body, to-wit:

Robert E. Hebert  
Richard Morrison  
Grady Prestage  
Andy Meyers  
James Patterson

County Judge  
Commissioner Precinct # 1  
Commissioner Precinct # 2  
Commissioner Precinct # 3  
Commissioner Precinct # 4

All of such persons were present, except the following absentees: \_\_\_\_\_,  
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 2012B 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.

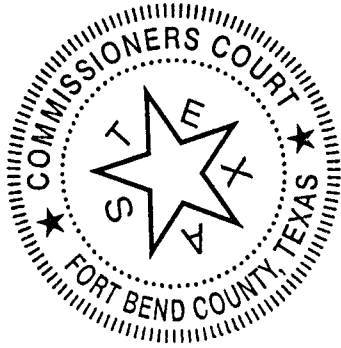
SIGNED AND SEALED the 2<sup>nd</sup> day of October, 2012.

*Dianne Wilson*

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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 2012B AND OTHER MATTERS IN CONNECTION THEREWITH

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**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 September 28, 2012 the Issuer adopted the “Resolution Authorizing Issuance of Fort Bend County Industrial Development Corporation Industrial Development Revenue Bonds (NRG Energy, Inc. Project) Series 2012B 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 2012B in one or more series in the aggregate principal amount not to exceed \$73,181,000 (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 September 25, 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 September 25, 2012, at 10:00 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 \$73,181,000 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 2<sup>nd</sup> DAY OF OCTOBER, 2012.**

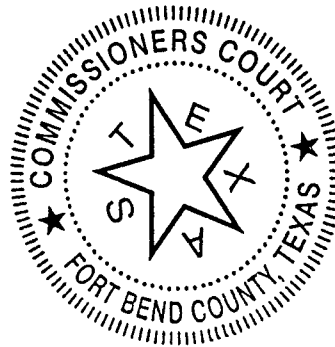


Robert E. Hebert, County Judge

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 September 28, 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 Mike Siwierka and Jarvis Hollingsworth 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 2012B 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 0 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  
28th day of September, 2012.

  
\_\_\_\_\_  
Secretary

[SEAL]

RESOLUTION AUTHORIZING ISSUANCE OF FORT BEND COUNTY  
INDUSTRIAL DEVELOPMENT CORPORATION INDUSTRIAL  
DEVELOPMENT REVENUE BONDS (NRG ENERGY, INC. PROJECT)  
SERIES 2012B 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 May 14, 2012, 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” (the “*Intent Resolution*”), pursuant to which Intent Resolution the Corporation authorized and agreed to issue revenue bonds for the purpose of financing the Project described herein; 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 September 20, 2012, the Bonds were designated by the Governor of Texas as “qualified Hurricane Ike disaster area bonds” and the Corporation received a reservation for \$73,181,000 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 and equipping of real property located or to be located at the WA Parish Power Plant located at 2500 Y U Jones Road, Thompsons, Texas (the “*Plant*”), all as further described in the Intent Resolution and the Agreement (as defined below), including but not limited to the financing of and/or reimbursement to the User for costs of improvement and/or equipping of a coal-fired power generation unit facility, a gas-fired power generation unit facility and construction, improvement and/or equipping of a warehouse facility and related facilities at the Plant, including improvements for environmental compliance, Plant equipment and Plant control replacement projects, and payment of a portion of the costs of issuance of the Bonds (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 (the "*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 (the "*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 2012B (the "*Bonds*"), as therein described; and

WHEREAS, the Bonds may be issued in the aggregate principal amount not to exceed \$73,181,000 in one or more series, 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 (the "*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 (the "*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 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 28<sup>th</sup> day of September, 2012.

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**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 2012B

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 25<sup>th</sup> day of September, 2012.



\_\_\_\_\_  
Cristy C. Edwards  
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:

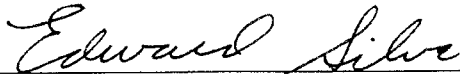
Before me, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared, the Newspaper Representative at the HOUSTON CHRONICLE, a daily newspaper published in Harris County, Texas, and generally circulated in the Counties of: HARRIS, TRINITY, WALKER, GRIMES, 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:

BRACEWELL &amp; GIULIANI 25474313 89418221

RAN A LEGAL NOTICE

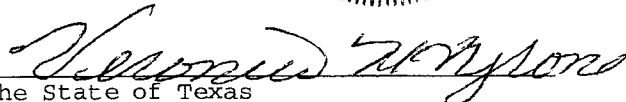
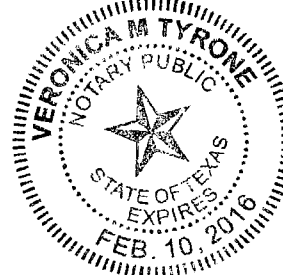
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NEWSPAPER REPRESENTATIVE

Sworn and subscribed to before me, this the 11th Day of September A.D. 2012



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 2012B**

Notice is hereby given of a public hearing to be held on Tuesday, September 25, 2012, at 10:00 a.m., in the Board Room at the Greater Fort Bend Economic Development Council, One Fluor Daniel Drive, Sugar Land, Texas 77478 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 \$73,500,000 (the "Bonds").

The proceeds of the Bonds will be loaned to NRG Energy, Inc. or an affiliate, including but not limited to NRG Texas Power LLC (the "User") to be used to: (a) finance and/or reimburse the User for (i) costs of equipping and improvement of a 2,505 megawatt coal-fired power generation unit facility, a 1,160 megawatt gas-fired power generation unit facility and related facilities at the WA Parish Plant (the "Plant") located at 2500 Y.U. Jones Road, Thompsons, Fort Bend County, Texas 77469, including but not limited to certain environmental compliance, Plant equipment and Plant control replacement projects, installation of mercury and air toxics reduction equipment, and replacement of pumps, motors, fuel handling and boiler equipment, baghouse and boiler and burner management systems, and (ii) costs of construction, equipping and improvement of a warehouse facility and related facilities at the Plant site, and (b) 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 Cristy C. Edwards 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 Bracewell & Giuliani LLP, 711 Louisiana, Suite 2300, Houston, Texas 77002 (facsimile: 800.404.3970). 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 re-

THIS NOTICE IS PUBLISHED  
and the above-described  
hearing is to be held in  
satisfaction of the re-  
quirements of Section  
147(f) of the Internal Rev-  
enue Code of 1986, as  
amended, regarding the  
public approval prerequi-  
site to the exemption  
from federal income  
taxation of the interest on  
the Bonds.

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**EXHIBIT B**

**NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING**

**NONE**