

Motion**Financing Agreement Resolutions**

Moved, that the ISO Board of Governors approves one or more Loan Agreements, Bond Purchase Agreements, Letters of Representation, the Deed of Trust, Preliminary Official Statement, one or more Indentures and any other related financing documents (collectively, the "Financing Agreements") as well as the transactions contemplated therein, in substantially the forms on file with the ISO Corporate Secretary ; provided that the Loan Agreement and the Indenture for the 2009 Bonds shall be in a form substantially similar to the Loan Agreement and the Indenture, respectively, previously executed and delivered by the ISO in connection with the issuance of the 2008 Bonds ;

Moved, that any of chief executive officer or chief financial officer (the "Authorized Corporation Representative"), with the advice of retained counsel or corporate counsel, is hereby authorized and directed for and in the name and on behalf of the ISO, to execute, acknowledge and deliver the Financing Agreements (other than the Indentures) in substantially such forms, with such changes therein as such Authorized Corporation Representative may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Moved, that the ISO Board of Governors approves the official statement or official statements for the Bonds, in substantially the form on file with the ISO Corporate Secretary.

Moved, that Any Authorized Corporation Representative, with the advice of retained counsel or corporate counsel, is hereby authorized and directed for and in the name and on behalf of the ISO, to complete, execute and deliver such official statement or official statements in final form. The Underwriters are hereby authorized to distribute a preliminary form of such official statement or official statements to prospective purchasers of the Bonds and is hereby authorized and directed to distribute a final form of such official statement or official statements to all actual purchasers of the Bonds.

Moved, that the ISO Board of Governors authorizes each such officer to deliver certificates confirming the accuracy of information relating to the ISO included in the bond official statement or official statements.

Moved, that the ISO Board of Governors authorize and direct any Authorized Corporation Representative, with the advice of retained counsel or corporate counsel, to do any and all things and to execute and deliver the Indenture and the Financing Agreements and any and all additional agreements, instruments, certificates and documents which they may deem necessary or advisable in order to consummate the issuance of the Bonds and the acquisition and financing of the Facility and otherwise to effectuate the purposes of this resolution, including but not limited to a tax certificate, a continuing disclosure agreement and control account agreements, rebate consultant agreements or investment agreements.

Moved: Doll Second: Capuano

Board Action: Passed Vote Count: 4-0-0	
Capuano	Y
Doll	Y
Page	Y
Willrich	Y

Motion Number: 2009-05-G6