

RESOLUTION NO. 55-2000

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MESQUITE, TEXAS, RECOGNIZING AND ACCEPTING FOR ALL PURPOSES CONNECTED WITH THE TAX ABATEMENT AGREEMENT BETWEEN THE CITY OF MESQUITE AND DUKE ENERGY KAUFMAN, L.P. (DUKE) DATED SEPTEMBER 20, 1999 THE PROPOSED TRANSITION AND CHANGE IN OWNERSHIP AND CONTROL OF DUKE ENERGY, L.P. TO NRG ENERGY, INC. OR ITS AFFILIATES (NRG) TO BE NULL AND VOID IF SUCH DOES NOT OCCUR PRIOR TO JANUARY 1, 2001; AND PROVIDING AN EFFECTIVE DATE THEREOF.

WHEREAS, on September 20, 1999, the City entered into a Tax Abatement Agreement with Duke Energy Kaufman L.P. (Duke), and

WHEREAS, Duke has notified the City of a proposed change in control and ownership of the company, and

WHEREAS, the Mesquite City Council has determined to formally recognize and accept such change for all purposes in connection with the September 20, 1999 Tax Abatement Agreement.

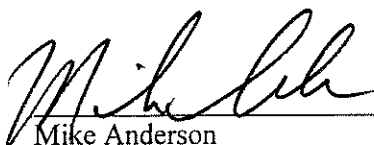
NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MESQUITE, TEXAS:

SECTION 1. That the proposed change in ownership and control of Duke Energy Kaufman, L.P. (Duke) to NRG Energy, Inc. or its affiliates (NRG) is hereby recognized and accepted for all purposes in connection with the Tax Abatement Agreement between the City of Mesquite and Duke dated September 20, 1999.

SECTION 2. That in the event the proposed change in ownership and control of Duke to NRG does not occur on or before January 1, 2001, this resolution shall be null and void.

SECTION 3. That this resolution shall become effective immediately from and after its passage.

DULY RESOLVED by the City Council of the City of Mesquite, Texas, on the 4th day of December, 2000.



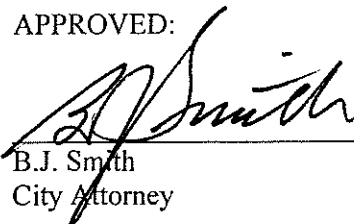
Mike Anderson
Mayor

ATTEST:

APPROVED:



Ellen Williams
City Secretary



B.J. Smith
City Attorney