A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MESQUITE, TEXAS, AGREEING TO JOIN THE TEXAS CONFERENCE OF URBAN COUNTIES AGGREGATION PROJECT, INC. (TCAP) FOR THE PURPOSE OF PARTICIPATING IN A COOPERATIVE TO PURCHASE ELECTRICITY; ADOPTING AND APPROVING THE ARTICLES OF INCORPORATION AND BYLAWS OF THE TCAP; AND APPOINTING THE CITY MANAGER TO ACT AS THE REPRESENTATIVE OF THE CITY TO TCAP.

WHEREAS, the City Council of the City of Mesquite wishes to obtain the lowest cost of electricity available in the restructured competitive market scheduled to open in Texas; and

WHEREAS, the Texas Conference of Urban Counties has formed the Texas Conference of Urban Counties Aggregation Project, Inc. (TCAP); and

WHEREAS, TCAP will aggregate the purchase of electricity for all member political subdivisions in order to obtain electricity rates that are lower than any individual political subdivision could obtain by itself or could obtain by any other means.

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

SECTION 1. That the City Council of the City of Mesquite (the CITY) hereby agrees to join the Texas Conference of Urban Counties Aggregation Project, Inc. and approves the TCAP, Inc. Articles of Incorporation and Bylaws as presented and attached hereto as Exhibit "A".

SECTION 2. That the CITY appoints Ted Barron, City Manager of the City of Mesquite, as the representative of the CITY to TCAP.

SECTION 3. That the CITY approves and authorizes the payment of initial dues to TCAP in an amount not to exceed ten thousand (\$10,000) dollars.

SECTION 4. That the CITY designates the list of City of Mesquite facilities, identified by name, service address and utility account number as facilities attached hereto as Exhibit "B" for which TCAP is authorized to purchase electricity.

SECTION 5. That this resolution shall take effect from and after its passage.

DULY RESOLVED by the City Council of the City of Mesquite, Texas on the 16th day of April, 2001.

Mike Anderson

Mayor

ATTEST:

Ellen Williams City Secretary **APPROVED**

City Attorney



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:

TEXAS CUC AGGREGATION PROJECT, IN.C FILE NO. 1598709-01

ARTICLES OF INCORPORATION

SEPTEMBER 20, 2000



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 21, 2000.

Elton Bomer Secretary of State

DAE

ARTICLES OF INCORPORATION

OF

In the Office of the Secretary of State of Texas

SEP 2 0 2000

TEXAS CUC AGGREGATION PROJECT, INC. Corporations Section

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation of such corporation:

ARTICLE ONE

The name of the corporation is Texas CUC Aggregation Project, Inc.

ARTICLE TWO

The corporation is a non-profit political subdivision corporation under §303.001, Texas Local Government Code.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose for which the corporation is organized is to act as an agent to negotiate the purchase of electricity, or to likewise aid or act on behalf its members, with respect to their own electricity use for their respective public facilities, and all other purposes as may be permitted by law for political subdivision corporations.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 206 W. 13th Street, Austin, Texas 78701, and the name of its initial registered agent at such address is Donald Lee.

ARTICLE SIX

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons (not less than three) and as may be fixed by the By-laws. Until changed by the By-laws, the original number of directors shall be four. The directors shall continue to serve until their successors are selected in the manner provided in the By-laws of the corporation. The names and addresses of the persons who are to serve as Directors of the Corporation until their successors are duly elected and qualified are:

Carl Griffith
P.O. Box 4025
Beaumont, Texas 77704

Jim Jackson 2311 Joe Field Rd. Dallas, Texas 75229 Jerry Eversole 1001 Preston, Suite 924 Houston, Texas 77002

Glen Whitley 645 Grapevine Hwy. Hurst, Texas 76054

ARTICLE SEVEN

The initial By-laws of the corporation, and subsequent amendments thereto, shall be adopted by the Board of Directors and by the governing body of each political subdivision for which the corporation is created.

ARTICLE EIGHT

The corporation shall have members. Membership shall be determined under terms and conditions provided in the By-laws.

ARTICLE NINE

The name and address of each incorporator is:

Carl Griffith P.O. Box 4025 Beaumont, Texas 77704

Jim Jackson 2311 Joe Field Rd. Dallas, Texas 75229 Jerry Eversole 1001 Preston, Suite 924 Houston, Texas 77002

Glen Whitley 645 Grapevine Hwy. Hurst, Texas 76054 IN WITNESS WHEREOF, we have hereunto set our hands.

Glen Whitley
545 Grapevine Hwy.
Hurst, Texas 76054

COUNTY OF TRAVIS

Before me, a Notary Public, on this day personally appeared known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

Given under my hand and seal of office this <u>RU</u> day of , 2000.

LINDA SUE COPPINGER
Notary Public
STATE OF TEXAS
Hy Comm. Exp. 02/28/08

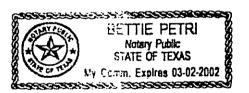
Jim ackson 231 Joe Field Rdi. Dallas, Texas 75229

STATE OF TEXAS

COUNTY OF TRAVIS

Before me, a Notary Public, on this day personally appeared known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 19th day of 2000.



Carl Griffith

P.O. Box 4925 40 25

Beaumont, Texas 77704

STATE OF TEXAS

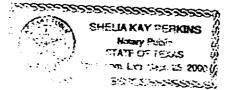
COUNTY OF TRAVIS

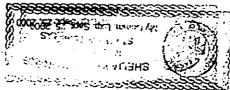
Before me, a Notary Public, on this day personally appeared <u>Carl R. Criffith</u> To known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

)

Given under my hand and seal of office this 1891 day of

September, 2000.





Jerry Eversole

1001 Preston, Suite 924 Houston, Texas 77002

STATE OF TEXAS

COUNTY OF TRAVIS

Before me, a Notary Public, on this day personally appeared known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 15d day of September, 2000.

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BYLAWS

OF

TEXAS CUC AGGREGATION PROJECT, INC.

ARTICLE I.

Name and Purpose

<u>Section 1.</u> Name. The name of this Corporation shall be Texas CUC Aggregation Project, Inc., which is referred to in these Bylaws as the Corporation.

<u>Section 2.</u> Purpose. The specific and primary purpose of the Corporation is to act as an agent to negotiate the purchase of electricity on behalf of the member political subdivisions with respect to their own electricity use for their respective public facilities. Other purposes of the Corporation will be those permitted by law for political subdivision corporations.

ARTICLE II.

Powers

<u>Section 1.</u> In effectuating its purpose, the Corporation shall have all powers conferred by applicable law, specifically including, but not limited to, the following powers:

- a. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated, as the purpose of the Corporation shall require, or as shall be donated to it.
- b. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- c. To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property and income.
- d. To sue and be sued, complain and defend, in the name of the Corporation.

Section 2. Notwithstanding any of the foregoing statements of powers, this Corporation

shall not engage in any activities which are not in furtherance of, and limited to, the purposes set forth in Section 2 of Article I.

ARTICLE III.

Members

Section 1. Qualifications. The initial members of the corporation shall be the Counties of Dallas, Harris, Jefferson and Tarrant. Thereafter, upon the affirmative vote of a majority of the Board of Directors, other political subdivisions which adopt these Bylaws and which purchase electricity for one or more or their respective public facilities shall become members. Each member shall appoint, by formal order of its governing body, a membership representative to the Corporation. Each representative shall serve until a successor is appointed by the governing body of the respective member political subdivision. Any notice to be sent to the membership shall be sent to the respective representatives. Only duly appointed representatives may act on behalf of members in the conduct of business of the Corporation.

<u>Section 2.</u> Title. The members of the Corporation shall be referred to collectively as the Membership.

Section 3. Withdrawal.

- a. Membership in the Corporation may be withdrawn without prejudice to any rights the Corporation may have under any contract to which the member is a party or to any membership dues and/or fees owed the Corporation.
- b. Membership in the Corporation may be withdrawn by providing the Corporation written notice comprised of a resolution duly adopted by the governing body of the member clearly stating that the member is withdrawing from the Corporation and the Corporation is not to aggregate electricity purchasing for any electricity accounts of the member.
- c. Membership in the Corporation may be withdrawn at any time before the date on which the Corporation begins a competitive procurement process for the aggregated group. The Corporation shall notify each member representative at least 30 days before the

- date on which the Corporation will begin a competitive procurement process for the aggregated group.
- d. Membership in the Corporation may be withdrawn after the date on which the Corporation begins a competitive procurement process, but such withdrawal shall be effective at the end of the term of any contract procured in that competitive procurement process.
- e. Withdrawal of Membership also constitutes resignation from the Board of Directors of the Corporation.

Section 4. Meetings.

- a. The Membership shall meet annually and at such other times and locations as may be set by the Board of Directors.
- b. Upon receipt of a written petition by five (5) or more members requesting a special meeting of the Membership, the Board of Directors shall call such meeting.
- c. Written notice of all meetings shall be sent to all members at least ten (10) days prior to the date of the meeting.
- d. The transactions taken at any meeting of the Membership, however called and noticed, shall be as valid as if taken at a meeting held after regular call and notice, provided at least 10 days written notice is sent to all members and a quorum is present.
- e. A majority of the members shall constitute a quorum for the transaction of business at any meeting of the Membership. Unless otherwise provided in these Bylaws, meetings will be conducted in accordance with Robert's Rules of Order.

Section 5. Voting.

- a. Each member of the Corporation shall be entitled to one vote, to be cast by the member's representative, on all matters voted upon by the Membership as decided by the Board of Directors. Proxy voting will be permitted, but only if a written proxy is presented to the Chairman prior to the call for a vote.
- b. Except as otherwise provided, action by the Membership shall require the affirmative vote of a majority of the members present at a meeting attended by a quorum.

- c. The method of voting whether by voice vote, a show of hands, a roll call or by written ballot shall be at the election of the Chairman of the Corporation in his/her discretion.
- d. The Chairman of the Corporation may initiate a vote on any matter by mail, telephone, facsimile, electronic mail or similar means, in which case a deadline for response shall be established and a lack of response within the designated time shall be recorded as "not voting." Action by such means shall require an affirmative vote of a majority of the members.

<u>Section 6.</u> <u>Liabilities.</u> No member shall be personally liable for any indebtedness or liability of the Corporation, and any and all creditors shall look only to the assets of the Corporation for payment.

ARTICLE IV.

Board of Directors

Section 1. Number. There shall be a Board of Directors, referred to hereafter as the Board. The Board shall be composed of four directors who are members of the Texas Conference of Urban Counties (hereafter "CUC Director"), and up to three directors who are not members of the Texas Conference of Urban Counties (hereafter "Non-CUC Director"). Section 2. Qualifications of CUC Directors.

- Each CUC Director shall be an appointed representative of a member of the
 Corporation that is a dues-paying member of the Texas Conference of Urban Counties.
- b. Initially, the four CUC Directors shall be the representatives for Dallas, Harris, Jefferson and Tarrant Counties, and shall serve successive two (2) year terms until recoupment of initial investments as provided for in Article X, Section 3 of these bylaws. Upon final recoupment of initial investments by the initial members of the Corporation, and thereafter upon the expiration of the remaining term of each director from Dallas, Harris, Jefferson and Tarrant Counties respectively, the four CUC Directors will thereafter be elected from any eligible member.
- c. At no time may the total number of CUC Directors be less than four.

Section 3. Qualifications of Non-CUC Directors.

- Each Non-CUC Director shall be an appointed representative of a member of the Corporation that is not a member of the Texas Conference of Urban Counties.
- b. At such time as the Non-CUC Corporation membership reaches, and so long as it maintains, a combined yearly amount of electricity purchasing of at least \$50 million, one Non-CUC Director shall be elected from those eliqible member representatives.
- c. If the Non-CUC Corporation membership reaches, and so long as it maintains, a combined yearly amount of electricity purchasing of at least \$100 million, two Non-CUC Directors shall be elected from those eligible member representatives.
- d. If the Non-CUC Corporation membership reaches, and so long as it maintains, a combined yearly amount of electricity purchasing of at least \$150 million, three Non-CUC Directors shall be elected from those eligible member representatives.
- e. At no time may the total number of Non-CUC Directors be more than three.

Section 4. Election and Term of Office of CUC and Non-CUC Directors.

- a. Each Director shall serve for a term of two years and until a qualified successor is elected. Notwithstanding, a Director shall not be precluded from being re-elected and serving more than one term.
- b. If a Directorship becomes vacant, the Board shall select an eligible member representative, in accordance with these bylaws, to serve during the remainder of the term for which the vacating Director was elected.
- c. Only a representative of a member of the Corporation that is a dues paying member of the Texas Conference of Urban Counties may vote in the election of a CUC Director.
- d. Only a representative of a member of the Corporation that is not a dues paying member of the Texas Conference of Urban Counties may vote in the election of a Non-CUC Director.
- e. The voting strength of each member of the Corporation for the election of a CUC or Non-CUC Director shall be based solely upon the pro-rata share of that member of the estimated total amount of electricity purchased through the Corporation of all members

eligible to vote in the election for that Director as of the date of the proposed election.

The Board of Directors, before any meeting of the membership in which an election for director is scheduled, shall estimate annual electricity purchasing of the members eligible to vote in that election and determine the voting strength of each member for that election.

f. If the Non-CUC membership falls below the applicable aggregated amount, then all Non-CUC Director terms shall expire at the next annual meeting of the Corporation and the Non-CUC Membership shall hold elections for the then applicable Non-CUC Director positions.

<u>Section 5.</u> Authority. The Board shall have the authority to manage the business affairs of the Corporation, including all lawful powers necessary, expedient and appropriate to:

- a. Issue policy statements on behalf of the Corporation;
- b. Determine the scope and extent of the activities of the Corporation in furtherance of its purpose and policies;
- c. Appoint and set the compensation of an Executive Director;
- d. Approve contracts;
- e. Initiate or respond to legal actions;
- f. Create committees in accordance with Article VI;
- g. Approve the publication and dissemination of any report or other document prepared by a component body of the Corporation, except where such approval is the responsibility of the Membership;
- h. Establish membership dues in accordance with Article X; and
- i. Submit issues to a vote of the membership.

Section 6. Meetings.

- a. The Board shall meet as often, at such locations, on such dates and upon such notice as it deems necessary and appropriate, but at least annually.
- b. A majority of the members of the Board shall constitute a quorum for the transaction of business.

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- c. Executive sessions may be called either by a majority of the Board, or by the Chairman of the Corporation.
- d. Minutes of the meetings of the Board shall be available to all members of the Board and the Membership.

Section 7. Voting.

- Each member of the Board shall have one vote on every matter voted on by the Board.
 No proxy voting shall be permitted.
- b. A majority of the Board members shall constitute a guorum.
- c. Action by the Board shall require the affirmative vote of a majority of the members at the meeting attended by a quorum. The method of voting shall be at the discretion of the Chairman of the Corporation.
- d. The Chairman of the Corporation may initiate a vote on any matter coming before the Board by mail, telephone, facsimile, electronic mail or similar means, in which event a deadline for response shall be fixed and a lack of response within the designated time shall be recorded as "not voting." Approval of any action by such means of voting shall require the affirmative vote of a majority of the members of the Board.

<u>Section 8.</u> Reimbursement. Each member of the Board shall be entitled to reimbursement for their expenses for attendance at official meetings of and official functions for the Corporation to the extent such expenses are not otherwise reimbursed from other sources.

ARTICLE V.

Officers

<u>Section 1.</u> <u>Number, Title and Qualifications.</u> The officers of the Corporation shall be those designated as follows:

- a. <u>Number and Title</u>. There shall be a Chairman, a Vice-Chairman, a Secretary / Treasurer, and an Executive Director.
- b. <u>Qualifications</u>. The Chairman, Vice-Chairman and Secretary / Treasurer shall be duly appointed representatives of members of the Corporation and members of the Board of

Exhibit "A" Page 16 of 20

Directors.

Section 2. Chairman.

- a. <u>Election.</u> At the first meeting of the Board of Directors and at each biennial meeting of the Board thereafter (to coincide with the annual meeting of the Membership), a Chairman of the Corporation, heretofore designated as Chairman, shall be elected by the Board for a period of two years and until a qualified successor chairman is elected. Notwithstanding, a member of the Board shall not be precluded from being re-elected and serving more than one term as Chairman. Should the Chairman resign or be unable to continue in office, his/her duties and responsibilities shall be assumed by the Vice-Chairman for the remainder of the term and until a qualified Chairman is elected at the next biennial meeting of the Board.
- b. Authority and Responsibilities. The Chairman shall preside at meetings of the Membership and the Board, performing the usual duties of the presiding officer at such meetings. The Chairman shall be the official representative of the Corporation when the Corporation is to be represented, unless the Board, by a majority vote, shall designate some other member(s) or officer(s) to serve in such capacity. Where authorized, the Chairman shall, with the approval of the Board, appoint individuals to committees to serve at the pleasure of the Board.

Section 3. Vice-Chairman.

a. <u>Election.</u> At the first meeting of the Board of Directors and at each biennial meeting of the Board thereafter (to coincide with the annual meeting of the Membership), a Vice-Chairman of the Corporation, heretofore designated as Vice-Chairman, shall be elected by the Board for a period of two years and until a qualified successor Chairman is elected. Notwithstanding, a member of the Board shall not be precluded from being reelected and serving more than one term as Vice-Chairman. Should the Vice-Chairman resign or be unable to continue in office, the Chairman may designate a board member to serve as Vice-Chairman for the remainder of the term and until a qualified Vice-Chairman is elected at the next biennial meeting of the Board.

b. <u>Authority and Responsibilities</u>. The Vice-Chairman shall, in the absence or disability of the Chairman, perform the duties of Chairman. He/she shall perform such other duties and have other responsibilities as may be delegated to him by the Board.

Section 4. Secretary / Treasurer.

- a. <u>Election.</u> At the first meeting of the Board of Directors and at each biennial meeting of the Board thereafter (to coincide with the annual meeting of the Membership), a Secretary / Treasurer of the Corporation, heretofore designated as Secretary / Treasurer, shall be elected by the Board for a period of two years and until a qualified successor Secretary / Treasurer is elected. Notwithstanding, a member of the Board shall not be precluded from being re-elected and serving more than one term as Secretary / Treasurer. Should the Secretary / Treasurer resign or be unable to continue in office, his/her duties and responsibilities shall be assumed by a successor to be appointed by the Chairman from among the members of the Board for the remainder of the term and until a qualified Secretary / Treasurer is elected at the next biennial meeting of the Board.
- b. <u>Authority and Responsibilities</u>. The Secretary / Treasurer, with such staff assistance as the Board shall deem appropriate to provide, shall perform all duties requisite of the Secretary / Treasurer of a Corporation, to include:
 - (1) Keeping the minutes of the meetings of the Membership and of the Board;
 - (2) Maintaining custody and supervision of the records and the books of the Corporation;
 - (3) Providing oversight for the Board of financial transactions undertaken by the Executive Director; and
 - (4) Oversight of annual financial audits of the corporation to be conducted by an outside auditor and reporting of the findings to the Board.

Section 5. Executive Director.

a. <u>Selection and Term of Office</u>. An Executive Director shall be selected and appointed by the Board to serve at the pleasure of the Board. At the discretion of the Board, the

Executive Director may be an independent contractor or an employee of the Corporation.

b. Authority and Responsibilities. The Executive Director shall be the chief executive officer of the Corporation, having all powers and performing all duties appropriate to the capacity and as may be further designated by the Board. Generally, he/she shall perform all acts and have all powers required or authorized by law for the chief executive officer of a corporation, including the signing or verifying of all documents required by law. The Executive Director shall maintain an annual budget and statement of objectives of the Corporation, to be approved by the Board. He/she shall have authority to bind the corporation contractually, and to make expenditures on behalf of the corporation. He/she shall exercise authority over the selection, employment, compensation and direction of all personnel necessary to operate the Corporation and of all vendors and contractors, including legal counsel.

Section 6. Compensation of Officers.

- a. Other than as set forth in Article IV, Section 7 (Reimbursement), the Chairman, Vice-Chairman and Secretary / Treasurer shall receive no compensation for their services as officers of the Corporation.
- b. The Executive Director shall receive such compensation and other benefits as the Board may determine, and, additionally, shall be entitled to reimbursement of expenses for attendance at official meetings of and official functions for the Corporation.

ARTICLE VI.

Committees

<u>Section 1.</u> <u>Purpose.</u> The purpose of any committee established shall be to provide information and recommend a course of action to the Board on matters relevant to the business of the Corporation.

<u>Section 2.</u> <u>Establishment.</u> The Board may establish such committees, and appoint members thereto from among the membership, as it deems appropriate.

ARTICLE VII.

Contractor Selection

Section 1. Competitive Bids. The corporation shall utilize a formal procedure of inviting and evaluating bids or proposals from as many providers as reasonably possible when acting to procure goods and services on behalf of the membership. However, when a procurement would not be subject to competitive bids if conducted by a county in this state, the Board may vote to allow the corporation to make such procurement without competitive bids.

Section 2. Corporation Purchases. The Board shall set policies for the purchase of goods and services for the administration of the corporation consistent with all applicable laws.

ARTICLE VIII.

Conflict of Interest and Ethical Standards

<u>Section 1.</u> Conflict of Interest. Any member representative of the Corporation or its component bodies having the right to vote shall be disqualified from voting on any matter in which, or where, he/she has a financial interest.

Section 2. Ethical Standards. Any member representative of the Corporation or of its component bodies having the right to vote shall disclose as to the decision-making body any past, current, or prospective association – personal, financial, or otherwise – if in his/her opinion such association may unduly influence his decision. Moreover, it shall be the policy that all employees shall be guided by this standard in making recommendations upon which any decision may be reached.

ARTICLE IX.

Amendment

These Bylaws may be amended by the affirmative vote of a majority of the Board.

ARTICLE X.

Membership Dues and Aggregation Fees

Section 1. Board Authority. The Board shall have the authority to establish membership dues, an aggregation fee, or both, to be applicable to all members of the corporation. The Board may amend such dues and fee at its discretion.

Section 2. Method of Calculation and Payment. The Board shall determine the method of calculating membership dues, be it a fixed sum, a percentage of commodity usage, or any combination of these or other methods. An aggregation fee, if any, shall be set in accordance with applicable law. The Board shall determine the method of payment to the corporation of any such dues and fees.

Section 3. Recoupment of Initial Investments. The initial members of the corporation will be granted a credit against any membership dues or aggregation fee assessed equal to the amount of their respective initial contributions plus interest compounded annually at the prime rate of interest. The Board shall determine the period of recoupment, but it shall begin no later than January 1, 2003 and not exceed five (5) years.

Amendment History:

First adopted September 22, 2000

Articles IV & V amended December 8, 2000.

ACCOUNT	DESCRIPTION	Туре
600 4114 99 4	WARNING SIRENS	Energy Meter
783 9128 99 3	1500 CREEK VALLEY	Energy Meter
862 1475 98 0	3082 SAMUEL - SIREN	Energy Meter
862 1537 98 7	1602 WOODED LANE - SIREN	Energy Meter
862 1568 98 2	2102 WILKINSON- SEREN	Energy Meter
369 8179 99 5	800 CLAY MATHIS	Energy Meter
369 8799 99 0	1300 CLAY MATHIS	Energy Meter
369 9264 99 4	700 CLAY MATHIS	Energy Meter
370 9556 99 1	2000 CLAY MATHIS	Energy Meter
370 9618 99 9	2210 CLAY MATHIS	Energy Meter
i	2400 MERCURY	Energy Meter
Ī	1800 MERCURY@SPRINKLER	Energy Meter
	LAWSON-PISTOL RANGE	Energy Meter
	BERRY & MERCURY	Energy Meter
	517 VIA AVENDIA @ SPK	Energy Meter
	SKYLINE & PEACHTREE	Energy Meter
1	2300 SCYENE BLK	Energy Meter
436 6043 99	2614 SCYENE @ FLASHER	Energy Meter
	SAM HOUSTON 2 MILITARY	Energy Meter
441 6356 99 8	1	Energy Meter
453 7535 99 1	3201 TOWN CENTRE	Energy Meter
I	MILITARY & CLARY	Energy Meter
	NW PEACHTREE & CLARY	Energy Meter
	GUS THOMASSON & 1-30	Energy Meter
	BIG TOWN BLVD & I-30	Energy Meter
1	1424 BARNES BRIDGE	Energy Meter
460 7409 99 4	MOON & MOTLEY	Energy Meter
	MOTLEY & RUBY	Energy Meter
	3737 MOTLEY	Energy Meter
	MOTLEY DRIVE &I-30	Energy Meter
466 5627 99 0		Energy Meter
	1515 N GALLOWAY & LTS	Energy Meter
	1527 N GALLOWAY	Energy Meter
	GALLOWAY&GREEN CANYON	Energy Meter
	1116 HILLCREST BOARD	Energy Meter
	GROSS & HILLCREST	Energy Meter
	1900 SCYENE	Energy Meter
	300 W KEARNEY	Energy Meter
	MESQUITE SQUARE	Energy Meter
	400 BLK ROSAVELLE	Energy Meter
	BIG TOWN WATER TOWER	Energy Meter
499 8412 99 5	1	Energy Meter
499 8443 99 0		Energy Meter
	NORTHWEST & OYLMPIA	Energy Meter
		Energy Meter
	1030 HUDSON BLVD GASPUMPS	Energy Meter
	1505 EDWARDS CHURCH	Energy Meter
	900 HUDSON AIR BLVD	Energy Meter
	1101 E MAIN RADIO TOWER	Energy Meter
040 3042 88 T	TIVIE MAIN NADIO TOVEN	chargy motor

Exhibit B Page 2 of 6

ACCOUNT	DESCRIPTION	Type
	1540 ALTO A/RADIO BEACON	Type Energy Meter
	CEMETARY-7GUARD LIGHTS	Energy Meter
	1101 E MAIN RADIO SHOP	Energy Meter
	2350 MESQUITE VALLEY RD	Energy Meter
	711 N GALLOWAY	Energy Meter
1		Energy Meter
i	7160 SHANNON RD	Energy Meter
	1130 AIRPORT BLVD	Energy Meter
	4836 SHANDS	Energy Meter
	2525 HELEN LANE	Energy Meter
783 9252 99 1	2724 N TOWN EAST	Energy Meter
	908 CREEKSIDE	Energy Meter
I	302 WILLOWBROOK	Energy Meter
f	1426 S BELTLINE	Energy Meter
	3540 LAWSON RD COMPOST FACILIT	
	1420 CLAY MATHIS	Energy Meter
	LAWSON & CARTWRIGHT	Energy Meter
l	FLORENCE RECREATION	Energy Meter
402 5756 99 2		Energy Meter
	1010 BARNES BRIDGE	Energy Meter
	PEACHTREE & MESQ CRK	Energy Meter
	FIRE STATION #1	Energy Meter
	CRT FIRE STA GALLOWAY	Energy Meter
	2141 N GALLOWAY	Energy Meter
		Energy Meter
		Energy Meter
		Energy Meter
	1515 N GALLOWAY	Energy Meter
	919 GREEN CANYON	Energy Meter
	NEW MARKET	Energy Meter
	FIRE STATION # 4	Energy Meter
	HILLCREST RECREATION	Energy Meter
	GROSS ROAD E OF LBJ	Energy Meter
	421 GROSS @ REC CENTER	Energy Meter
489 2175 99 5		Energy Meter
	TEEN CLUB	Energy Meter
	CITY LAKE PARK	Energy Meter
	PUBLIC LIBRARY	Energy Meter
492 5035 99 2		Energy Meter
	FIRE STATION # 3	Energy Meter
	1900 HUDSON	Energy Meter
499 5808 99 7	1130 HUDSON AIRPORT	Energy Meter
	1440 E SCYENE, SUITE 3	Energy Meter
499 5870 97 1	1440 E SCYENE, SUITE 6	Energy Meter
	AIRPORT HANGER C.	Energy Meter
	AIRPORT HANGER B.	Energy Meter
	1101 E MAIN @ 2-P MTC	Energy Meter
	1101 E MAIN @ 4	Energy Meter
	1101 MAIN @ 5	Energy Meter
499 8505 99 6	SCYENE	Energy Meter
499 8536 99 1	1101 MAIN @ 2	Energy Meter

ACCOUNT	DESCRIPTION	Tuno
	5 1101 E MAIN @1	Type
499 8598 99 1		Energy Meter
	1440 AIRPORT, SUITE 2-11	Energy Meter Energy Meter
I ./	1850 CLAY MATHIS RD	Energy Meter
952 8628 99 4		· · · · · · · · · · · · · · · · · · ·
370 6053 99 2		Energy Meter Energy Meter
370 6456 99 7		Energy Meter
	2400 CLAY MATHIS	Energy Meter
371 7337 99 6		Energy Meter
397 0204 99 0		Energy Meter
1	TENNIS COURT	Energy Meter
	MCKENZIE TENNIS COURT	Energy Meter
408 8221 99 1		Energy Meter
	RUGEL PK TENNIS COURT	Energy Meter
	TOSCH TENNIS COURT	Energy Meter
	TOWNEAST SWIM POOL	Energy Meter
448 2634 99 7		Energy Meter
<u> </u>	2329 CANDLEBERRY	Energy Meter
	VANSTON SWIM POOL	Energy Meter
1	VANSTON BALL PARK	Energy Meter
459 6559 98 1	GUS THOMMASON @ TAM O SHA	Energy Meter
460 7378 99 1	MOTLEY TENNIS COURT	Energy Meter
474 5576 99 3	4010 CORYELL WAY	Energy Meter
476 1975 99 6	RANGE CONCESSION	Energy Meter
476 2006 99 9	RANGE BALL PARK	Energy Meter
479 7718 99 8	NEW MARKET RD	Energy Meter
479 7780 99 8	PASCHALL BALL PARK	Energy Meter
482 5153 99 4	1116 HILLCREST	Energy Meter
	HILLCREST BALL PK @1	Energy Meter
	HILLCREST CONCESSION	Energy Meter
	HILLCREST BALL PK @2	Energy Meter
	HILLCREST SWIM POOL	Energy Meter
	HANBY BALL PARK	Energy Meter
	WESTLAKE PARK TENNIS	Energy Meter
		Energy Meter
486 3314 99 5		Energy Meter
	CITY TENNIS COURT	Energy Meter
	PARKVIEW BALL PARK	Energy Meter
	GUARD LIGHTS@GOLF CRS	Energy Meter
···	2300 SANDY/SEABORN BALLPARK	Energy Meter
	405 AMERICANA PARK	Energy Meter
	SPRINGLAKD & SAVAGE	Energy Meter
	WESTOVER PARK	Energy Meter
	GROSS RD/ WESTLAKE PARK	Energy Meter
647 1997 99 6	900 RUTHERFORD SIGN	Energy Meter
650 7616 99 0 660 6165 99 8	2482 PIONEER	Energy Meter
664 8232 99 6	2401 PICADILLY EASTFIELD SOCCER FIELDS	Energy Meter
	VANSTON PARK 2913 OATES	Energy Meter
690 4230 99 9	TOWN EAST & JOHN GLENN	Energy Meter
UJU 72JU 33 3	TO VAIA EVOT & JOUIN PERMIN	Energy Meter

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ACCOUNT	DESCRIPTION	Туре
	2724 N TOWNEAST	Energy Meter
I	600 GROSS RD	Energy Meter
	1700 HICKORY TREE RD	Energy Meter
	3900 N GALLOWAY	Energy Meter
	3010 PARKSIDE	Energy Meter
	2321 BAKER DRIVE	Energy Meter
	HILLCREST EVANS-PRK LGHTNG	Energy Meter
£	1001 NEW MARKET A PAV RD	Energy Meter
f	1001 NEW MARKET B SPEC RD	Energy Meter
	1001 NEW MARKET B SI EG RD	Energy Meter
	2701 SYBIL RUGEL PARK	Energy Meter
	1919 BRANDY STATION PAVILLION	Energy Meter
	1717 MCKENZIE-SOFTBALL	Energy Meter
	STREET LIGHTS - SLN	Energy Meter
I	STREET LIGHTS - SL	Energy Meter
	496 W OATES SCHOOL LIGHTS	Energy Meter
	HWY 80 & GALLOWAY	Energy Meter
	NORTHWEST & GRINNEL	Energy Meter
	NORTHWEST & GRINNEL	Energy Meter
	MOTLEY & OATES	Energy Meter
	MOTLEY & GREENHILL	Energy Meter
	GROSS RD S OF NORMA	Energy Meter
	GROSS & PEACHTREE	Energy Meter
	GROSS & LOYCE	Energy Meter
	SKYLINE @ W ENTRANCE	Energy Meter
	MAIN & GALLOWAY	Energy Meter
	DAVIS & BELTLINE	Energy Meter
	GROSS & BELTLINE	Energy Meter
	MAIN & BELTLINE	Energy Meter
	TRIPP & GALLOWAY	Energy Meter
	PEACHTREE & SANDY LANE	Energy Meter
	TOWNEAST & MOTLEY	Energy Meter
	TOWNEAST & RUSTOWN	Energy Meter
	TOWNEAST & GUS THOM	Energy Meter
	MOTLEY & NORTHVIEW	Energy Meter
	TOWNEAST & EMPORIUM	Energy Meter
	TOWNE CNTR @ TE BLVD	Energy Meter
	EMPOURIUM E & TOWNEAST	Energy Meter
	TOWNE CNTR & TOWNEAST	Energy Meter
	DRIFTWOOD & GUS THOM	Energy Meter
	TOWNEAST & SKYLINE	Energy Meter
	MILITARY & TOWN EAST	Energy Meter
	PEACHTREE & MILITARY	Energy Meter
	LA PRADA & GUS THOM	Energy Meter
	OATES EAST OF SHERWOOD	Energy Meter
473 1068 99 7	OATES W OF MODLIN	Energy Meter
486 9855 99 1	SCYENE & PEACHTREE	Energy Meter
487 0134 99	IH 635 & MILITARY	Energy Meter
487 4474 99 4	GALLOWAY & KEARNEY	Energy Meter
487 7202 99 6	BELTLINE & KIMBROUGH	Energy Meter
701 1202 33 0	DEFICIAL & MINDIOOGII	Energy Motor

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[ACCOUNT	DESCRIPTION	Туре
ACCOUNT	KEARNEY & BELTLINE	,
1		Energy Meter
I	GROSS & GALLOWAY	Energy Meter
492 4043 99 7		Energy Meter
494 4317 99 1	3	Energy Meter
I	BELTLINE & TRIPP	Energy Meter
501 6144 99 9	OATES W OF TETON DRIVE	Energy Meter
501 6237 99 1	NORTHWEST & OATES	Energy Meter
502 1693 99 8	· · · · · · · · · · · · · · · · · · ·	Energy Meter
502 2406 99 4	· · · · · · · · · · · · · · · · · · ·	Energy Meter
	5500 N GALLOWAY	Energy Meter
<u> </u>	4700 1/2 N GALLOWAY	Energy Meter
505 2476 99 0	GALLOWAY & HILLCREST	Energy Meter
512 8581 99 7	N GALLOWAY & TOWN EAST	Energy Meter
i	AMERICANA & GALLOWAY	Energy Meter
	POTEET & GALLOWAY	Energy Meter
610 6569 99 6	2335 OATES	Energy Meter
\$	5109 N GALLOWAY	Energy Meter
630 0195 98 6	RANGE & GALLOWAY/SIGNAL LIGHT	Energy Meter
637 1898 98 9		Energy Meter
637 8439 99 3	LAPRADA @ N GALLOWAY	Energy Meter
642 5559 99 1	1901 TOWNE CENTRE	Energy Meter
	BELTLINE & HOLLEY/FLASHER	Energy Meter
651 5087 99 4	BELTLINE & NORWOOD/FLASHER	Energy Meter
653 4741 99 3	BELTLINE & BRUTON	Energy Meter
657 3119 99 4	TOWNEAST & SAMUELL	Energy Meter
674 9044 99 3	1800 N GALLOWAY	Energy Meter
682 8931 99 5	2900 NORTH MESQ DR	Energy Meter
685 0755 99 9	2141 N GALLOWAY	Energy Meter
686 8952 99 2	4400 SAMUELL	Energy Meter
688 5506 99 5	601 NEW MARKET LIGHTS	Energy Meter
688 5537 98 2	1300 NEW MARKET LIGHTS	Energy Meter
695 8170 99 2	MOTLEY @ SORRENTO	Energy Meter
695 8201 99 5	MOTLEY (NW CORNER) @I-30	Energy Meter
695 8232 99 0	GROSS & RIDGEVIEW	Energy Meter
695 8263 99 5	GROSS (S/W CORNER)HWY 635	Energy Meter
	TOWNEAST (NE CORNER)HWY 35	Energy Meter
	301 TRIPP/ SCHOOL FLASHER	Energy Meter
	522 TRIPP / SCHOOL FLASHER	Energy Meter
	RUSTOWN @ CORNER OF DR	Energy Meter
	1749 N. BELTLINE RD	Energy Meter
	HILLCRES & GALLOWAY	Energy Meter
	PARKHURST - SPRINKLERS	Energy Meter
727 4928 99 8		Energy Meter
	142 E. GRUBB DR	Energy Meter
	1725 GROSS RD- KIDQUEST	Energy Meter
	1552 PIONEER RD	Energy Meter
	GALLOWAY @ BARNES BRIDGE	Energy Meter
	2502 EASTGLEN	Energy Meter
	1102 SCYENE at GROSS	Energy Meter
	1015 S TOWN EAST BLVD	Energy Meter
114 4000 88 0	TOTO O TOTTO EAD	

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ACCOUNT	DESCRIPTION	Туре
	1429 OATES @ NORTHWEST	Energy Meter
788 8176 99 2	4402 GUS THOMASSON at MOON	Energy Meter
816 1280 99 8	103 E HIGHWAY 80	Energy Meter
823 5314 99 7	2260 TOWNE CENTRE	Energy Meter
830 6732 99 4	200 PIONEER	Energy Meter
832 2511 99 2	GUS THOMASSON & LIVE OAK	Energy Meter
832 6355 99 0	TOWNE CENTRE & POTEET DR	Energy Meter
833 6616 99 3	4502 GUS THOMASSON	Energy Meter
		Energy Meter
841 8239 99 5		Energy Meter
857 8881 99 0	928 PEACHTREE	Energy Meter
868 6420 99 6	TOWNE CENTER & FRANKLIN	Energy Meter
873 6950 99 2	101 BARNES BRIDGE	Energy Meter
877 4119 99 7	3796 FORNEY RD.	Energy Meter
5	2900 LAPRADA	Energy Meter
505 3809 99 1	IH 20 & STEPHENSON	Energy Meter
	4815 BELTLINE RD	Energy Meter
404 0605 99 2		Energy Meter
404 0636 99 7	3505 BRNS BR & CNTRY RD	Energy Meter
	1300 EULANE	Energy Meter
492 3516 99 3	ROSEBELLE & W EBRITE	Energy Meter
505 4212 99 7	1936 N GALLOWAY	Energy Meter
	2201 SANDY	Energy Meter
950 1317 99 5	1808 N. GALLOWAY-HALEY PUMP	Energy Meter