

CERTIFICATE OF SECRETARY

I, ROBERT F. STARODOJ, do hereby certify:

1. That I am the duly appointed, qualified and acting Secretary of Holy Cross Energy.

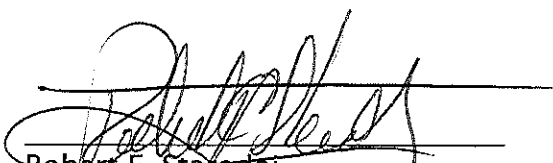
2. That a regular meeting of the Board of Directors of Holy Cross Energy was held October 21, 2009, and that a quorum of said Board of Directors was present and acted throughout.

3. That the following is a true and correct copy of a Resolution duly adopted by said Board of Directors at said meeting, as entered in the minutes of said meeting, to-wit:

RESOLVED: That the Staff recommendations as presented at this meeting with respect to the Energy Independence and Security Act of 2007 be adopted.

Dated this 16th day of November 2009, at Glenwood Springs, Colorado.

WITNESS my hand and official seal.

  
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Robert F. Starodoj,  
Secretary of Holy Cross Energy