

## CERTIFICATE OF FORMATION OF TEXAS PUBLIC ENERGY ALLIANCE

The undersigned, each a political subdivision of the state of Texas, acting as the incorporators of a non-profit political subdivision corporation pursuant to Chapter 22 of the Texas Business Organizations Code and Chapter 304 of the Texas Local Government Code, entitled, "Energy Aggregation Measures for Local Governments," hereby adopt the following Certificate of Formation.

### ARTICLE ONE

The corporation will conduct business under the name Texas Public Energy Alliance (the "Corporation").

### ARTICLE TWO

The period of its duration is perpetual.

### ARTICLE THREE

The Corporation is a non-profit political subdivision corporation organized under Chapter 22 of the Texas Business Organizations Code and Chapter 304 of the Texas Local Government Code entitled "Energy Aggregation Measures for Local Governments," as amended. These Articles of Incorporation were duly approved by resolution adopted by the governing body of each political subdivision for which the Corporation is created.

### ARTICLE FOUR

The corporation is organized and shall be operated exclusively to act as an agent to negotiate the purchase of electricity and electricity related services, or to likewise aid or act on behalf of the political subdivisions for which the corporation was created, with respect to their own electricity use for their respective public facilities and to undertake all other lawful acts not prohibited to be undertaken by a political subdivision corporation described in Tex. Loc. Gov't Code §§ 304.001 et seq.

### ARTICLE FIVE

The street address of the initial registered office of the corporation is 3700 Buffalo Speedway, Suite 830, Houston, Texas, 77098, and the name of its initial registered agent at such address is Lindsey Eubank.

### ARTICLE SIX

Except as otherwise provided in these articles and in the bylaws of the corporation, 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 (3)) as may be fixed by the bylaws of the corporation. Until changed by the bylaws the original number of directors shall be three (3). The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the corporation. The

names and addresses of the persons who shall serve as initial directors of the corporation until their successors are duly elected and qualified are as follows:

Annette Van Brunt  
3609 Albans  
Houston, TX 77005

Maritza Alvarez Gonzalez-Cooper  
105 Stonegate North  
Boerne TX 78006

William Wheeler  
2323 Gramercy  
Houston TX 77030

#### ARTICLE SEVEN

A Member of the Corporation shall be a political subdivision of the State of Texas that passes a resolution by its governing body that accepts the Certificate of Formation and Bylaws of the Corporation, contracts for energy through the Corporation, and otherwise adheres to the terms and conditions for membership as may be further described in the bylaws. The corporation shall have no Members with voting rights.

#### ARTICLE EIGHT

The bylaws of the Corporation shall be adopted by the Board of Directors and shall be approved by the governing body of each political subdivision for which the Corporation is created. The governing bodies of at least two political subdivisions have approved this certificate of formation and the bylaws by ordinance, resolution, or order. The power to alter, amend, or repeal the bylaws or to adopt new bylaws shall be vested in the board of directors, save and except Article 3 of the bylaws.

#### ARTICLE NINE

Any action required to or which may be taken at a meeting of the directors or a committee of the board of directors may be taken without a meeting if a consent in writing set forth the action to be taken is signed by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all of the directors or committee members were present and voted provided such consent is in the form provided for and such action is taken in accordance with Chapter 22 of the Texas Business Organizations Code, this Certificate of Formation, and the Bylaws of the Corporation.

ARTICLE TEN

The name and address the incorporators of the Corporation are as follows:

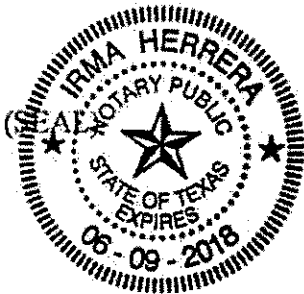
<u>Name</u>	<u>Address</u>
La Joya Independent School District	201 E. Expressway 83 La Joya, Texas 78560

IN WITNESS WHEREOF, I have hereunto set my hand this 12<sup>th</sup> day of May, 2015.

John V. Alariz  
 By: John Alariz  
 Title: Board Member

STATE OF TEXAS                   §  
  §  
COUNTY OF Hidalgo           §

SUBSCRIBED AND SWORN TO before me by John V. Alariz, Board Member of La Joya Independent School District, a Political Subdivision of the State of Texas, on this the 12<sup>th</sup> day of May, 2015, on behalf of said political subdivision.



Irma Herrera  
 Notary Public in and for  
 the State of Texas

ARTICLE TEN

The name and address the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
La Feria Independent School District	203 East Oleander Avenue La Feria, Texas 78559

IN WITNESS WHEREOF, I have hereunto set my hand this 12 day of May, 2015.

La Feria ISD  
 By: R. Villalobos  
 Title: Superintendent

STATE OF TEXAS                   §  
    §  
 COUNTY OF Cameron           §

SUBSCRIBED AND SWORN TO before me by Raymundo Villarreal Superintendent of La Feria Independent School District, a Political Subdivision of the State of Texas, on this the 11 day of May, 2015, on behalf of said political subdivision.

Ramon Mendoza  
 Notary Public in and for  
 the State of Texas

