FOR GEOP DU-NSP CORPORATION

Republic of the Philippines )

 ) s.s.

**SECRETARY’S CERTIFICATE**

I, **[NAME OF CORPORATE SECRETARY],** Filipino, of legal age and with officeat **[ADDRESS]**, after having been sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **[NAME OF DU-NSP]**,(the “Corporation”), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal business address at **[ADDRESS]**.
2. The members of the Board of Directors (the “Board”) unanimously approved and adopted **[Board Resolution No.\_\_ dated \_\_\_\_ which states as follows/the following during a meeting held on \_\_\_]**:

**RESOLVED**, that the Corporation is hereby authorized to request registration with the Central Registration Body (CRB) and/or with the Wholesale Electricity Spot Market (WESM), as appropriate;

**RESOLVED,** that any or all the following are hereby authorized to sign, execute and deliver the documents, and other requirements as may be necessary and required to implement and put into effect its transactions or obligations relating to Green Energy Options Program (GEOP) as **[DISTRIBUTION UTILITY/NETWORK SERVICE PROVIDER]**:

|  |  |
| --- | --- |
| **Name** | **Position** |
|  |  |
|  |  |

**RESOLVED FINALLY,** that the Board of Directors of the Corporation hereby ratifies, confirms, adopts, and approves any and all acts that the aforesaid Authorized Representative/s may have executed or performed pursuant to or in connection with the above provided authority and to implement and give effect to the above-mentioned transactions.

1. These board resolutions have not been revoked, amended, revised, or modified, and remain valid and binding on the Corporation.
2. The foregoing is in accordance with the records of the Corporation.

**IN WITNESS WHEREOF,** I have hereunto affixed my signature this \_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Philippines.

 **[NAME]**

 *Corporate Secretary*

SUBSCRIBED AND SWORN to before me this **[DATE]** in **[PLACE]** Philippines. Affiant, who is personally known to me, exhibited to me her [**VALID GOVERNMENT ID]** issued in **[PLACE]** which will expire on **[DATE]**.

Doc. No. \_\_\_\_;

Page No.\_\_\_\_;

Book No. \_\_\_\_;

Series of **[YEAR]**.