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UNITED STATES OF AMERICA
BEFORE THE
PUBLIC UTILITY COMMISSION OF TEXAS

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Investigation into Possible Manipulation)
of the ERCOT Market)

Project No. 25937

Part II – Certification of Ethical Conduct

Affidavit of H. Dwight Howell

On behalf of:

Tenaska Gateway Partners, Ltd.

Tenaska III Texas Partners

Tenaska Frontier Partners, Ltd.

Kiowa Power Partners, LLC

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

BEFORE ME, the undersigned authority, personally appeared H. Dwight Howell,
who, upon being duly sworn, deposes and says:

1. My name is H. Dwight Howell. I provide this Affidavit on behalf of three partnerships: Tenaska Gateway Partners, Ltd., Tenaska III Texas Partners, and Tenaska Frontier Partners, Ltd. (collectively, the "Tenaska Partnerships") and Kiowa Power Partners, LLC, a limited liability company ("Kiowa". Kiowa and the Tenaska Partnerships are hereinafter referred to collectively as the "Tenaska Companies"). I am the Vice President of Operations of each of (a) Tenaska VII, Inc., the managing partner of Tenaska VII Partners, L.P., (b) Tenaska III, Inc., the managing partner of Tenaska III Partners, Ltd., and (c) Tenaska VI, Inc., the managing partner of Tenaska VI Partners, L.P., which companies are the managing partners, respectively, of Tenaska Gateway Partners, Ltd., Tenaska III Texas Partners, and Tenaska Frontier Partners, Ltd. I am also Vice President of Operations of Tenaska Oklahoma, Inc. the managing member of Kiowa. By this Affidavit, I am certifying the adoption by the Tenaska Companies of certain standards of conduct as described herein with regard to activities in ERCOT.

2. The Public Utility Commission of Texas ("PUCT" or "Commission") on June 12, 2002, as part of its ongoing investigation into possible manipulation of the ERCOT market in the above-referenced Project, issued a memorandum directing all "Qualified Scheduling Entities and Resource Entities and all Power Marketers" engaged in power trading in ERCOT on or after July 31, 2001, to file with the PUCT an Affidavit in response to: Part II – Certification of Ethical Conduct. The PUCT has established a deadline for filing this certification of July 2, 2002. The Commission, during the Open Meeting it held on July 11, 2002, revised the request for a Certification of Ethical Conduct stated in Part II of its June 12, 2002, memorandum and extended the date for filing this certification until July 18, 2002. The June 12, 2002, memorandum was served upon three of the Tenaska Companies. One entity, Tenaska Frontier Partners, Ltd., was omitted from the PUCT's service list shown as Attachment A to the memorandum. These four entities, all collectively, are responding in this one Affidavit. Attachment A also listed one other entity as Tenaska IV Texas Partners, Ltd., but that entity and its facility were sold to Ponderosa Pine Energy, LLC.

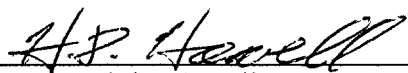
3. The Tenaska Partnerships are independent power projects in Texas. Kiowa is an independent power project in Oklahoma. The Tenaska Companies are Resource Entities as defined in the ERCOT Protocols.

4. To answer the PUCT's request for a Certification of Ethical Conduct stated in Part II of its June 12, 2002, memorandum as revised at the July 11, 2002 Open Meeting, I have familiarized myself with the Enron memoranda referenced in the PUCT memorandum, as posted on the website of the Federal Energy Regulatory Commission ("FERC") in Docket No. PA02-2-000. This Affidavit is based upon my understanding of these Enron memoranda and my interpretation of the particular precepts the PUCT has set forth in Points A through D of Part II of its memorandum, as revised at the July 11, 2002 Open Meeting.

5. The Tenaska Companies agree to conduct their respective market activities with ERCOT in accordance with Points A through D of Part II of the PUCT's memorandum as specified at the PUCT's July 11, 2002 Open Meeting which stated specifically:

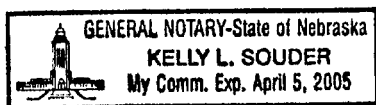
- A. You will not engaged in any activity described in Part I of this memorandum;
- B. You will not engage in physical withholding, *i.e.*, you will not declare your resources to be unavailable to ERCOT for the purpose of increasing prices for ERCOT-procured services;
- C. You will comply with all ERCOT rules, even when the ERCOT rules or your agreements with ERCOT do not specify a penalty for non-compliance; and
- D. You will monitor trading behavior of your employees.


Further Affiant sayeth not.


H. Dwight Howell

I HEREBY CERTIFY that before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared H. Dwight Howell, who is personally known to me, and he acknowledged before me that he executed the foregoing Affidavit as his free act and deed.

IN WITNESS WHEREOF, I have hereto set my hand and seal in the State and County aforesaid on this 16th day of July, 2002.




Name: Kelly L. Souder
Notary Public, State of Nebraska
My Commission Expires 4-5, 2005