

I certify that the ActewAGL Partnerships Board has carried the following resolutions unanimously and that the information listed below in respect of which I state that the Board has considered and relied on was provided to every Board member for consideration prior to the resolutions' being passed:

1. The Board confirms that, on the basis of the Board's consideration of and reliance on the following:
 - a. written management assurances sought and obtained by the Board from relevant executive managers;
 - b. the Statutory Declaration of the Chief Executive Officer; and
 - c. written reports of independent external audits -
 - i. conducted by Deloitte Touche Tohmatsu dated 26 May 2014; and
 - ii. conducted by JACOBS SKM dated 31 May 2014,

to the best of the Board's information, knowledge and belief, the information provided by ActewAGL Distribution in the response to paragraph 1.1 of the Regulatory Information Notice (being the information to be provided in the Microsoft Excel Workbooks attached at Appendix A) dated 7 March 2014 is:

- d. for Actual Information, true and accurate; and
 - e. where ActewAGL cannot provide Actual Information, ActewAGL's best estimate.
2. The Board certifies that, on the basis of the Board's consideration of and reliance on the following:
 - a. written management assurances sought and obtained;
 - b. the Statutory Declaration of the Chief Executive Officer; and
 - c. written reports of independent external audits -
 - i. conducted by Deloitte Touche Tohmatsu dated 26 May 2014; and
 - ii. conducted by JACOBS SKM dated 31 May 2014,

to the best of the Board's information, knowledge and belief, the key assumptions which underlie the proposed capital expenditure and operating and maintenance expenditure forecasts set out and included in ActewAGL's building block proposal and which are also set out and included in that building block proposal are reasonable.



Peter Holden
Board Secretary

31 May 2014