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A Publicly Listed Company - CVM Registration 1732-9

MINUTES OF THE ONE HUNDREDTH MEETING OF THE BOARD OF DIRECTORS OF TRACTEBEL ENERGIA S.A.

On December 14, 2009 at 9:00 a.m. at Av. Almirante Barroso, 52, 14th floor, room 1401 in the city and state of Rio de Janeiro, subsequent to its regular convening, a meeting of the Board of Directors of Tractebel Energia S.A. was held, the following effective members being present: Maurício Stolle Bähr, Manoel Arlindo Zaroni Torres, Victor-Frank de Paula Rosa Paranhos, Jan Franciscus Maria Flachet, José Pais Rangel, Luiz Antonio Barbosa, Luiz Leonardo Cantidiano Varnieri Ribeiro and Alain F. M. L. Janssens, the latter via videoconference, and, in the light of the justified absence of the effective board member Dirk Beeuwsaert, his alternate, Gil de Methodio Maranhão Neto. The meeting was chaired by the Director Maurício Stolle Bähr, who proposed that I, Osmar Osmarino Bento, should act as the meeting's secretary, the proposal being duly seconded by the other Directors. Welcoming those present, the president called the meeting to order placing the matters on the **Agenda of the Day** in discussion as itemized in the **Convening Notice CA-0007/2009** of December 9, 2009 as follows: **Item 1 -** to approve the participation of the controlled companies of the Company in ANEEL Auction number 03/2009 – Reserve Energy; **Item 2** – to approve the supply contracts of the wind power generators; and **Item 3** – general matters. **RESOLUTIONS:** Following discussion of the items on the agenda of the day the President put the said items to the vote, the Directors resolving as follows: **Item 1** – Approved, **unanimously,** the participation of the Company in ANEEL Auction number 03/2009 – Reserve Energy from wind power sources through its controlled companies CENTRAL EÓLICA FLEIXEIRAS I LTDA., registered in the corporate tax register (CNPJ/MF) under number 09.096.120/0001-09; CENTRAL EÓLICA GUAJIRU LTDA., registered in the corporate tax register (CNPJ/MF) under number 08.701.973/0001-60; CENTRAL EÓLICA MUNDAÚ LTDA., registered in the corporate tax register (CNPJ/MF) under number 08.629.553/0001-10; CENTRAL EÓLICA TRAIRÍ LTDA., registered in the corporate tax register (CNPJ/MF) under number 09.252.423/0001-73; CENTRAL EÓLICA TRAIRÍ II LTDA., registered in the corporate tax register (CNPJ/MF) under number 09.265.464/0001-02 ; and EÓLICA PORTO DAS BARCAS S.A., registered in the corporate tax register (CNPJ/MF) under number 09.438.017/0001-08 according to the presentation made and filed with the Company, the Company's and the said controlled companies' Executive Board being authorized to take all the necessary measures, present and future, arising from this resolution, particularly the signature of the following documents relative to the projects that are sold in the said auction: *i)* of the Reserve Energy Contracts (PPAs); *ii)* of the Contracts for Supply of Equipment, Materials, Services and Civil Works necessary for the implementation of the projects and within the limits of the forecasted investment; *iii)* of the Financing Contracts for implementing the projects; and *iv)* other necessary initiatives for bringing the projects on stream, as well as the ratification of all acts already practiced, especially the guarantees rendered for participation in the auction and the operations for paying in capital to the said controlled companies; and **Item 2** – Approved, **unanimously**, the engagement of the company Siemens for the supply of the wind power generators for the projects which are sold at the aforementioned auction.

Conclusion: The floor being given to the Directors present and in addition to the detailed discussions conducted with respect to the resolutions on the matters on the agenda, and no other issues being raised, the President proceeded to declare the work of the meeting concluded, requesting that I, as Secretary, draft these minutes. The said minutes, having been subsequently read and found correct, were duly signed by the members of the Board of Directors present, including the President, and by myself as Secretary. Rio de Janeiro/RJ, December 14, 2009.

Maurício Stolle Bähr
Director - Chair

Manoel Arlindo Zaroni Torres
Director

Victor-Frank de Paula Rosa Paranhos
Director

Jan Franciscus Maria Flachet
Director

Luiz Leonardo Cantidiano Varnieri Ribeiro
Director

José Pais Rangel
Director

Luiz Antonio Barbosa
Director

Gil de Methodio Maranhão Neto
Alternate

Osmar Osmarino Bento
Secretary