



EQUATORIAL ENERGIA S.A.
Corporate Taxpayer's Identification (CNPJ/MF) 03.220.438/0001-73
Corporate Registry ID (NIRE) 2130000938-8
Publicly-held Company

MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON FEBRUARY 22, 2010

1. DATE, TIME AND PLACE: On February 22, 2010 at 9:00 A.M., at the branch of Equatorial Energia S.A. located in the City and State of Rio de Janeiro, at Avenida Borges de Medeiros, n.º 633 – Gr. 708 – Leblon, Offices Shopping Leblon, CEP 22430-041.

2. QUORUM AND ATTENDANCE: Call was waived in view of the attendance of all the members of the Company's Board of Directors, pursuant to Article 15, Paragraph 3 of the Company's Bylaws.

3. PRESIDING BOARD: Chairman: Firmino Ferreira Sampaio Neto; Secretary: José Silva Sobral Neto.

4. RESOLUTIONS: The members of the Company's Board of Directors approved by unanimous vote and without restrictions:

- (i) Determine the vote to be drawn by the Company's representative at the Special Shareholders' Meeting of its controlled company, Cia. Energética do Maranhão – CEMAR, to be held on February 26, 2010, authorizing him to approve, without restrictions, the only subject withstanding in the Call Notice published in the dates between 11 and 18 of the current month, relating to the signing of the Second Amendment of the Electric Energy Distribution Concession Contract number 60/2000 – ANEEL, according to ANEEL Resolution 245, dated February 02, 2010.
- (ii) To draw up these minutes as a summary of the events, pursuant to Paragraph 1 of Article 130 of the Brazilian Corporate Law.

5. CLOSURE: There being nothing else to transact, these present minutes were drawn up and, after having been read and approved, were signed by all attending members.

6. SIGNATURES OF ATTENDING MEMBERS: Chairman: Firmino Ferreira Sampaio Neto; Secretary: José Silva Sobral Neto, Members of the Board of Directors: Firmino Ferreira Sampaio Neto, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Carlos Augusto Leone Piani, Paulo Jerônimo Bandeira de Mello Pedrosa, Alexandre Gonçalves Silva and Celso Fernandez Quintella.

Rio de Janeiro, February 22, 2010.