

NOV 21 2003

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Brian Aungst, Mayor-Commissioner of the CITY OF CLEARWATER, do hereby certify that the title, position, and signature appear below are duly elected or appointed, qualified, and acting representatives of the CITY OF CLEARWATER, a political subdivision of the State of Florida, and hold, on the date of this Certificate, the offices set beneath their name; that the signature appearing opposite their name is the genuine signature of the representative; that the representative is duly authorized for, and on behalf of the CITY OF CLEARWATER and the Clearwater Gas System (CGS), a department of the CITY OF CLEARWATER, to execute and deliver any application for permits and all instruments between the CITY OF CLEARWATER and the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, in connection therewith; and the execution and delivery of any such permit, and all instruments in connection therewith, for and on behalf of the CITY OF CLEARWATER, are not prohibited by, or in any manner restricted by, the terms of the CITY OF CLEARWATER'S Certificate of Incorporation, its bylaws, or of any loan agreement, indenture, or contract to which the CITY OF CLEARWATER is a party or under which it is bound.

I do further certify that the foregoing authority shall remain in full force and effect, and said DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, shall be entitled to reply upon same, until written notice of the modification, rescission, or revocation of same, in whole or in part, has been delivered to said DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, but no such modification, rescission, or revocation shall, in any event, be effective with respect to any permit documents executed, or actions taken, in reliance upon the foregoing authority prior to the delivery to said DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, written notice of said modifications, rescission or revocation, the CITY OF CLEARWATER, hereby waives the CITY OF CLEARWATER seal on all permit documents signed by the representative, and agrees to be bound as fully as if the CITY OF CLEARWATER seal were affixed. Attached is a resolution to this effect.

Names of Representative/Title(s)/ Positions(s) of Representative

Signature of Representative

A. Mahshid D. Arasteh, P.E., Public Works Administrator

*M. D. Arasteh*

B. Michael D. Quillen, P.E. City Engineer

*M. D. Quillen*

C. Gary A. Johnson, CGC, Public Services Director

*Gary A. Johnson*

D. Glen Bahnick, Assistant Engineering Director

*Glen Bahnick*

E. Lisa M. Murrin, P.E., Utilities Engineering Manager

*Lisa M. Murrin*

F. Charles S. Warrington, Jr., P.E., Managing Director, CGS

*Charles S. Warrington Jr.*

G. Mike Deegan, Gas Program Coordinator

*Mike Deegan*

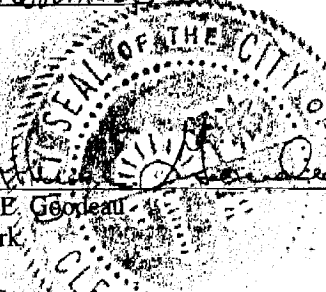
H. Keith Downs, Gas Program Coordinator

*Keith Downs*

I. Tom Sewell, Gas System Assistant Director

*Tom Sewell*

IN WITNESS WHEREOF I have hereunto set my hand and affixed my seal of the CITY OF CLEARWATER this 13<sup>th</sup> day of November, 2003.

Attest:  
  
*Cynthia E. Georleau*  
Cynthia E. Georleau  
City Clerk

*Brian J. Aungst*  
Brian J. Aungst  
Mayor-Commissioner

APPROVED AS TO FORM AND LEGAL SUFFICIENCY:

*Bryan D. Ruff*  
Bryan D. Ruff  
Assistant City Attorney

*William B. Horne II*  
William B. Horne II  
City Manager