

**CORPORATE RESOLUTION, DELEGATION, AND SPECIAL POWER OF ATTORNEY**

**NOW, THEREFORE, BE IT RESOLVED BY COMTECH INTERNATIONAL CABLE Corporation, HEREINAFTER REFERRED TO AS THE "UAO", THAT:**

- The positions, the title of which appears in the chart below, are hereby delegated the authority, and the persons, the name of whom appears in the chart below, are hereby appointed as attorney-in-fact for the **UAO**, to approve and execute on behalf of and in the name of the **UAO**, any specified document type listed in the chart below next to that position or person between the **UAO** and the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION** (hereinafter referred to as the "**FDOT**") and all other documents, agreements and instruments which are necessary in connection with the document type specified. In the event that "All" is checked or specified, there shall be no limitation on the authority of that position or person to approve and execute documents between the **UAO** and the **FDOT**.
- This delegation and appointment shall remain in full force and effect, and the **FDOT** shall be entitled to rely upon this delegation and appointment, until written notice of the modification, rescission, or revocation of this delegation and appointment, in whole or in part, in the form of a corporate resolution, has been actually delivered to the State Utility Engineer of the **FDOT** at its Central Office in Tallahassee, Florida, with copies to the District Utility Engineer of each District of the **FDOT**. No such modification, rescission, or revocation shall, in any event, be effective with respect to any documents executed or actions taken pursuant to this delegation and appointment prior to the actual delivery of written notice of such modification, rescission, or revocation to the **FDOT** as specified above.
- This delegation and appointment shall not be exclusive and shall not be deemed to limit the authority of any other position or person which may otherwise have authority for the **UAO**.

Name of Representative (If by NAME Please Type or Print approved names)	Title of Representative (If by TITLE Please Type or Print approved titles)	Approved to Sign (Please check or specify type)	
		All	Specified Document Type
Jeff Fleisher	Vice President, Engineering	X	
Dennis Waters	Director, Engineering	X	
Bill Leonard	Vice President, Business Dev.	X	

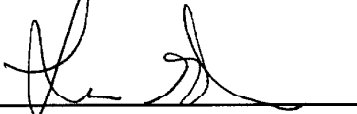
STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION

## CORPORATE RESOLUTION, DELEGATION, AND SPECIAL POWER OF ATTORNEY

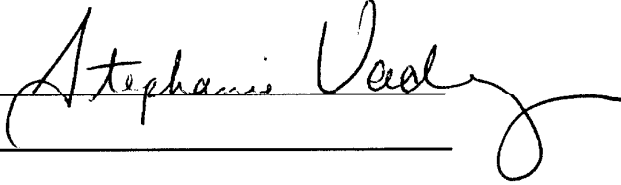
Form No. 710-010-50  
Utilities  
7/99

Name of Representative <small>(If by NAME Please Type or Print approved names)</small>	Title of Representative <small>(If by TITLE Please Type or Print approved titles)</small>	Approved to Sign <small>(Please check or specify type)</small>	
		All	Specified Document Type

ON MOTION of Louis Giordano, seconded by Stephanie Vadasz, the above resolution was introduced and passed by the **UAO** on the 22<sup>nd</sup> day of January, year of 2001.

NAME: Louis Giordano 

Title: Vice President

ATTEST: Stephanie Vadasz 

Title: General Counsel

## Com Tech International Cable Corporation

January 22, 2001

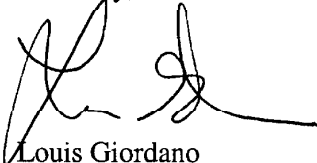
Ms. Nancy McKowan  
Florida Department of Transportation  
605 Suwanne Street  
Tallahassee, FL 32399-0450

Nancy,

This letter is to notify you that Com Tech International Cable Corp. is the successor of certain assets from Com Tech International Corp., including the Florida Department of Transportation Master Utility Agreement. Accordingly, attached is a revised Corporate Resolution, Delegation, and Special Power Of Attorney, reflecting the new information and identifying the new signatories in connection with this matter.

Feel free to call myself or Jeff Fleisher at 732-433-0657 with any questions. Thanks.

Sincerely,

A handwritten signature in black ink, appearing to read 'Louis Giordano', with a long horizontal flourish extending to the right.

Louis Giordano  
Vice President

Enclosures