STATE OF FLORIDA, DEPARTMENT OF TRASHFORTATION DELEGATION AND SPECIAL POWER OF ATTORNEY

TCG South Florida

HEREINAFTER REFERRED TO AS THE" UAO", HEREBY TAKES THE FOLLOWING ACTION:

- 1. 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.
- 2. 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, has been actually delivered to the State Utility Engineer of the FDOT at it's central office in Tailahassee, 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.
- 3. 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 Mease Type or Print approved names)	Title of Representative (# by TITLE Please Type or Frint approved titles)	Approved to Sign (Please shock or speally type below		
		All	Permits	Specified Document
Janet M. Langley	Director of Operations		xxxx	
James Nevin			xxxxx	
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Name of Representative (If by NAME Please Type or Print approved names)	Title of Representative (It by TITLE Places Type or Print approved bites)	Approved to Sign (Please check or specify type below)		
		All	Permits	Specified Document

ON MOTION of ______, seconded by _____ the above resolution was introduced and passed by the UAO on the ____ day of ______ 199_.

NAME: Kevin

Tide: Vice President - Operations

OFFICER'S CERTIFICATE

The undersigned, the duly authorized Vice President and General Counsel of TCG South Florida, a New York general partnership (the "Company"), does hereby certify that the Company is wholly owned by AT&T Corp., and Kevin Peters, Vice President — Operations, is authorized to execute and deliver on behalf of the Company, and to bind the Company to the terms and conditions set forth in, that certain proposed Utility Master Agreement between the Company and State of Florida Department of Transportation.

Dated this 2nd day of February, 2000

Thomas G. Dagger

Vice President and General Counsel

TCG SOUTH FLORIDA

TCG Partners, General Partner of TCG South Florida, a New York partnership, desiring to appoint officers of TCG South Florida pursuant to Section 3.2 (a) of the TCG South Florida partnership agreement dated January 1, 1995, hereby appoints each of the following persons to the offices set forth opposite his or her name to serve in that capacity until his successor in each such office is appointed:

Name	Office(s)
Al Hansen	President
John Fischer	Vice-President-Engineering
Kevin Peters	Vice-President-Operations
Tom Dagger	Vice-President and General Counsel
S.M. Brazzell	Vice-President-Real Estate
E.M. Dwyer	Treasurer
E.A. Harris	Assistant Treasurer
J. Dionne	Chief Financial Officer
R.S. Feit	Secretary
Christopher Vrana	Assistant Secretary-Real Estate
George Foss	Assistant Secretary-Real Estate
James Li	Assistant Secretary-Treasury
Paul Riley	Assistant Secretary-Treasury
Brian Stuhr	Assistant Secretary-Treasury
Ephraim Brecher	Assistant Secretary-Tax
Antoinette Duah	Assistant Secretary-Tax
Jeff Tutnauer	Assistant Secretary-Tax

Assistant Secretary-Tax

and, further whereas pursuant to certain intercompany arrangements, AT&T personnel perform various functions for TCG partnerships, TCG Partners hereby authorizes and delegates to such persons the full partnership power and authority (i) to act as an agent, attorney, employee, or representative of TCG South Florida, (ii) to declare or represent to any third party that such person is acting as agent, attorney, employee or representative of TCG South Florida and (iii) to negotiate or conclude any agreement, or to make any representation or to give any understanding on behalf of TCG South Florida in any way whatsoever in fulfilling its obligations hereunder, in each case to the extent consistent with the authority of such persons under the AT&T Schedule of Authorizations.

TCG Partners, General Partner

Gary Wiggins

Al Hansen President and CEO

July 29, 1999