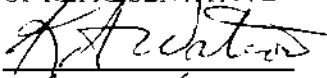
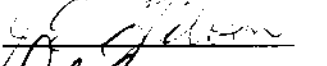

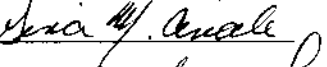
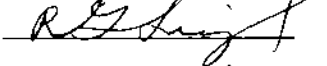



CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Paula Kay Hoffer, do hereby certify that the person(s) whose name, title, position and signature appears below is duly elected, or appointed, qualified and acting representative of said City and holds on the date of this Certificate the offices set opposite 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 said City to execute and deliver any document between said City and the **DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA** and all agreements and instruments in connection therewith, including without limitation, application for permits and similar documents, and that the execution and delivery of any such document, and all agreements and instruments in connection therewith for an on behalf of said City is not prohibited by or in any manner restricted by the terms of said City's Certificate of Incorporation, its by-laws, or of any loan agreement, indenture or contract to which said City 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 rely 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 documents executed or actions take in reliance upon the foregoing authority prior to the delivery to said **DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA** written notice of said modification, rescission or revocation. City of Lakeland _____ hereby waives the company seal on all documents signed by the representative, and agrees to be bound fully as if the City's/Resolution seal were affixed. Attached is a City's action or resolution to this effect.

NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>Kenneth A. Watson</u>	<u>Mgr. System Engineering</u>	<u>Electric Engineering</u>	
<u>John Gibson</u>	<u>T&D Operations Mgr.</u>	<u>T&D Operations</u>	
<u>Dale Tanner</u>	<u>E&W Professional Eng.</u>	<u>Water Engineering</u>	
<u>Gina Ceriale</u>	<u>E&W Engineer II</u>	<u>Water Engineering</u>	
<u>R. G. Siegel</u>	<u>Managing Director</u>	<u>Administration</u>	
<u>R. W. Tomlin</u>	<u>Asst. Managing Director</u>	<u>Administration</u>	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said City this 3 day of December, 1996.


Corporate Secretary

Corporate Seal

Certificate of Incumbency and Authority

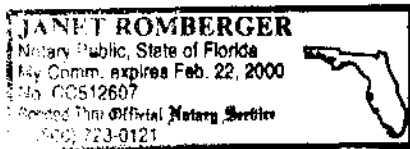
**STATE OF FLORIDA
COUNTY OF POLK**

BEFORE ME, the undersigned authority, this day personally appeared Paula Kay Hoffer, City Clerk to me well known and known to me to be the City of Lakeland, and who executed the foregoing instrument for the purposes therein mentioned and affixed thereto the official seal of said City.

WITNESS MY HAND AND OFFICIAL this 3rd day of December, 1996.

Janet Romberger
Notary Public

(Notary Seal)



My Commission Expires

V-B-2

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RESOLUTION NO. 3812

PROPOSED RESOLUTION NO. 96-62

**A RESOLUTION AUTHORIZING EXECUTION OF
CERTIFICATE OF INCUMBENCY AND
AUTHORITY FOR SUBMISSION TO THE
FLORIDA DEPARTMENT OF TRANSPORTATION;
MAKING FINDINGS; PROVIDING AN EFFECTIVE
DATE.**

WHEREAS, certain employees of the City of Lakeland Department of Electric and Water Utilities, while acting within the course and scope of their employment, must execute and submit applications and other documents to the Florida Department of Transportation for the purpose of permitting and similar activities; and

WHEREAS, the Florida Department of Transportation requires that the authority of those individuals acting on behalf of the City of Lakeland Department of Electric and Water Utilities be confirmed by the execution and submission of a Certificate of Incumbency and Authority, a copy of which is attached hereto.

**NOW THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION
OF THE CITY OF LAKELAND, FLORIDA:**

SECTION 1. The foregoing findings are incorporated herein by reference and made a part hereof.

SECTION 2. Paula K. Hoffer, City Clerk, is hereby authorized to execute the original Certificate of Incumbency and Authority on behalf of the City of Lakeland and to submit same to the Florida Department of Transportation.

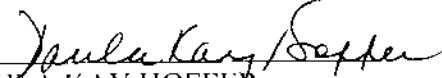
SECTION 3. This resolution shall take effect immediately upon its passage.


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PASSED AND CERTIFIED AS TO PASSAGE this 2nd day of December,

A. D. 1996.


RALPH L. FLETCHER, MAYOR

ATTEST: 
PAULA KAY HOFFER
CITY CLERK

APPROVED AS TO FORM AND CORRECTNESS: 
JOSEPH P. MAWHINNEY
CITY ATTORNEY

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Paula K. Hoffer, do hereby certify that the person(s) whose name, title, position and signature appears below is duly elected, or appointed, qualified and acting representative of said City and holds on the date of this Certificate the offices set opposite 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 said City to execute and deliver any document between said City and the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA and all agreements and instruments in connection therewith, including without limitation, application for permits and similar documents, and that the execution and delivery of any such document, and all agreements and instruments in connection therewith for and on behalf of said City is not prohibited by or in any manner restricted by the terms of said City's Certificate of Incorporation, its by-laws, or of any loan agreement, indenture or contract to which said City 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 rely 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 documents executed or actions take in reliance upon the foregoing authority prior to the delivery to said DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA written notice of said modification, rescission or revocation.

City of Lakeland hereby waives the company seal on all documents signed by the representative, and agrees to be bound fully as if the company seal were affixed. Attached is a corporative action or resolution to this effect.

NAMES(S) OF REPRESENTATIVE	TITLES(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>Kenneth A. Watson</u>	<u>Mgr. El. Sys. Eng.</u>	<u>Electrical Eng Mgr</u>	<u>[Signature]</u>
<u>Dale Tanner</u>	<u>EW Professional Eng.</u>	<u>Water Engineer</u>	<u>[Signature]</u>
<u>Gina Cerialle</u>	<u>E&W Engineer II</u>	<u>Water Engineer</u>	<u>[Signature]</u>
<u>ARNEL SANTOS</u>	<u>EW ENGINEER III</u>	<u>Water Engineer</u>	<u>[Signature]</u>
<u>R. C. STECH</u>	<u>MANAGING PERSON</u>	<u>ADMINISTRATION</u>	<u>[Signature]</u>
<u>R.W. Tomlin</u>	<u>Asst. Mng. Director</u>	<u>ADMINISTRATION</u>	<u>[Signature]</u>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said City this 16th day of July, 1996.

(Paula Kay Hoffer)
Corporate Secretary

Corporate Seal

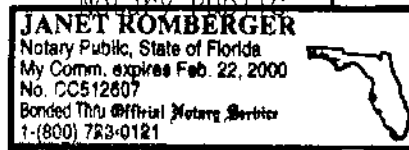
STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, this day personally appeared Paula Kay Hoffer, City Clerk to me well known and known to me to be the Corporate Secretary of CITY OF LAKELAND, and who executed the foregoing instrument for the purposes therein mentioned and affixed thereto the official seal of said City.

WITNESS MY HAND AND OFFICIAL this 16th day of July, 1996.

Janet Romberger
Notary Public

(Notary Seal)



My Commission Expires

1
2 **RESOLUTION NO. 3784**

3 **PROPOSED RESOLUTION NO. 96-34**

4 **A RESOLUTION AUTHORIZING EXECUTION OF**
5 **CERTIFICATE OF INCUMBENCY AND**
6 **AUTHORITY FOR SUBMISSION TO THE**
7 **FLORIDA DEPARTMENT OF TRANSPORTATION;**
8 **MAKING FINDINGS; PROVIDING AN EFFECTIVE**
9 **DATE.**

10 **WHEREAS**, certain employees of the City of Lakeland Department of Electric
11 and Water Utilities, while acting within the course and scope of their employment, must
12 execute and submit applications and other documents to the Florida Department of
13 Transportation for the purpose of permitting and similar activities; and

14 **WHEREAS**, the Florida Department of Transportation requires that the authority
15 of those individuals acting on behalf of the City of Lakeland Department of Electric and
16 Water Utilities be confirmed by the execution and submission of a Certificate of
17 Incumbency and Authority, a copy of which is attached hereto.

18
19 **NOW THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION**
20 **OF THE CITY OF LAKELAND, FLORIDA:**

21 **SECTION 1.** The foregoing findings are incorporated herein by reference and
22 made a part hereof.

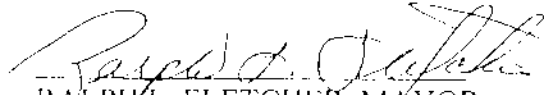
23 **SECTION 2.** Paula K. Hoffer, City Clerk, is hereby authorized to execute the
24 original Certificate of Incumbency and Authority on behalf of the City of Lakeland and to
25 submit same to the Florida Department of Transportation.

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27 **SECTION 3.** This resolution shall take effect immediately upon its passage.
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PASSED AND CERTIFIED AS TO PASSAGE this 15th day of July, A. D.

1996.


RALPH L. FLETCHER, MAYOR

ATTEST: 
PAULA KAY HOFFER
CITY CLERK

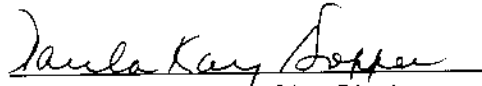
APPROVED AS TO FORM AND CORRECTNESS: 
JOSEPH P. MAWHINNEY
CITY ATTORNEY

State of Florida
County of Polk

I, **Paula Kay Hoffer, Hereby Certify** that I am the duly appointed City Clerk of the City of Lakeland, Florida, and that the foregoing is a true and correct copy of Resolution 3784 as adopted by the Lakeland City Commission, meeting in Regular Session on July 15, 1996.

Witness my hand and the Seal of the City of Lakeland, Florida, this 16th day of July, A.D. 1996.

(seal)


Paula Kay Hoffer, City Clerk
City of Lakeland, Florida