

STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION  
**CORPORATE RESOLUTION, DELEGATION, AND SPECIAL POWER OF ATTORNEY**

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

NOW, THEREFORE, BE IT RESOLVED BY Yipes Transmission, Inc.  
 \_\_\_\_\_, HEREINAFTER REFERRED TO AS THE "UAO", THAT:

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, 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.
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 <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 below)</small>	
		All	Specified Document Type
MIKE SPIELDENNER	VP, OPERATIONS	X	
TODD GOEDERS	AREA OPERATIONS MGR.	X	
RAMON MUNIZ	OSP ENGINEER		PERMITS
NORMAN NEWKIRK	OSP ENGINEER		PERMITS
JAMES WILLIAMS	OSP ENGINEER		PERMITS



**YIPES TRANSMISSION, INC.**

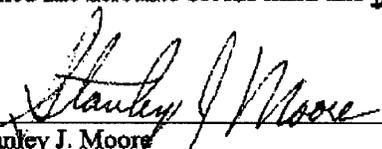
**SECRETARY'S CERTIFICATE**

This certificate is furnished in connection with the Master Agreement between Yipes Transmission, Inc. ("the Company") and the Florida Department of Transportation.

The undersigned, Stanley J. Moore, Secretary of the Company, does hereby certify that:

1. I am the duly elected, qualified and acting Secretary of the Company,
  
2. Bruce Holdridge is the duly elected Vice President, Government Affairs, for the Company and as such is authorized to sign the Master Agreement for the Florida Department of Transportation on behalf of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this <sup>14<sup>th</sup></sup> day of January, 2001.

  
Stanley J. Moore  
Secretary