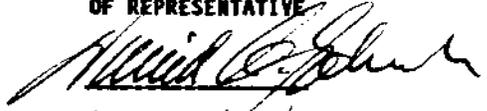


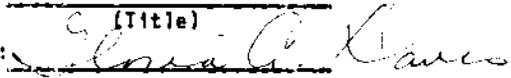
**CERTIFICATE OF INCUMBENCY AND AUTHORITY**

I, Ernest P. West, Jr., 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 Corporation 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 Corporation to execute and deliver any document between said Corporation 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 Corporation is not prohibited by or in any manner restricted by the terms of said Corporation's Certificate of Incorporation, its by-laws, or of any loan agreement, indenture or contract to which said Corporation 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 taken 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. So. Seminole & No. Orange Cty. Wastewater Transmission Authority hereby waives the company seal on all documents signed by the representative, and agrees to be bound as fully as if the company seal were affixed. Attached is a corporate action or resolution to this effect.

NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>David A. Johnston</u>	<u>Chairman</u>	_____	
<u>James Houser</u>	<u>Vice Chairman</u>	_____	
<u>Ernest P. West, Jr.</u>	<u>Executive Director</u>	_____	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 20 day of December 19 90.

  
 \_\_\_\_\_  
 (Signature)  
 Executive Director  
 \_\_\_\_\_  
 (Title)

ATTEST:   
 \_\_\_\_\_

RESOLUTION NO. 90-2

A RESOLUTION OF THE SOUTH SEMINOLE AND NORTH ORANGE COUNTY WASTEWATER TRANSMISSION AUTHORITY AUTHORIZING EXECUTION OF WAIVER OF SEAL FORM (DESIGNATED "CERTIFICATE OF INCUMBENCY AND AUTHORITY") WITH THE FLORIDA DEPARTMENT OF TRANSPORTATION (FIFTH DISTRICT)

WHEREAS, the Florida Department of Transportation, Fifth District, has requested that the South Seminole and North Orange County Wastewater Transmission Authority, hereinafter "Authority", execute a Waiver of Seal form; said request being attached hereto as Composite Exhibit A; and

WHEREAS, the South Seminole and North Orange County Wastewater Authority Enabling Act, hereinafter "Enabling Act", expressly authorizes the Authority to make and enter into Contracts, Leases, conveyances, and other agreements with a political subdivision, agency, or instrumentality of the State, and any and all federal agencies, corporations, and individuals for the purpose of carrying out the provisions of this Act (Section 14 of the Enabling Act); and

WHEREAS, the Enabling Act directs the Authority to delegate to one or more of its agents or employees any of its powers as it shall deem necessary to carry out the purposes of the Enabling Act; and

WHEREAS, the Authority's Board of Directors hereby delegates to the Chairman and Vice Chairman of the Board of Directors of the Authority to be the duly elected, appointed, qualified, and acting representatives of the Authority and thereby to execute and deliver any Contract between the

Authority and the Florida Department of Transportation and all agreements and instruments in connection therewith; and

**WHEREAS,** the Authority's Board of Directors hereby delegates to the Authority's Executive Director the power and authority to negotiate and execute on behalf of the Authority Right-of-Way Utilization Permits with the Florida Department of Transportation for installation of the Authority's system in the Florida Department of Transportation's rights-of-way.

**NOW THEREFORE, BE IT RESOLVED** by the Board of Directors of the Authority as follows:

**SECTION 1.** That the Chairman of the Board of Directors complete and execute the Certificate of Incumbency and Authority as requested by the Florida Department of Transportation designating as the Authority's agents to execute Contracts with the Florida Department of Transportation the current Chairman and Vice Chairman of the Board of Directors of the South Seminole and North Orange Wastewater Transmission Authority and designating the Authority's Executive Director to negotiate and execute Right-of-Way Utilization Permits. The proposed completed Certificate of Incumbency and Authority is attached hereto as Composite Exhibit A.

**SECTION 2. CONFLICTS.** All Resolutions or parts of Resolutions in conflict with any of the provisions of this Resolution are hereby repealed.

**SECTION 3. SEVERABILITY.** If any Section or portion of a Section of this Resolution proves to be invalid, unlawful, or unconstitutional, it shall not be held to invalidate or impair the validity, force, or effect of any other Section or part of this Resolution.

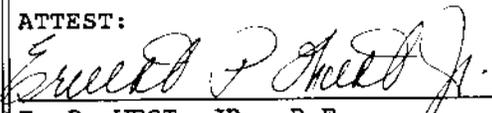
**SECTION 4. EFFECTIVE DATE.** This Resolution shall become effective immediately upon its passage and adoption.

**PASSED AND ADOPTED** this 20<sup>th</sup> day of December, A.D. 1990.

**SOUTH SEMINOLE AND NORTH ORANGE  
COUNTY WASTEWATER TRANSMISSION  
AUTHORITY**

  
\_\_\_\_\_  
DAVID A. JOHNSTON, Chairman

**ATTEST:**

  
\_\_\_\_\_  
E. P. WEST, JR., P.E.

Secretary