

**RESOLUTION OF THE PUBLIC WORKS COMMISSION OF THE CITY OF
FAYETTEVILLE, NORTH CAROLINA IN SUPPORT OF THE FUNDING
AGREEMENT AMONG THE SOUTHEASTERN POWER ADMINISTRATION,
SOUTHEASTERN POWER LLC AND PARTICIPATING CUSTOMERS**

WHEREAS, the Fayetteville Public Works Commission Board of Commissioners support the Funding Agreement among the Southeastern Power Administration, Southeastern Power LLC and Participating Customers; and

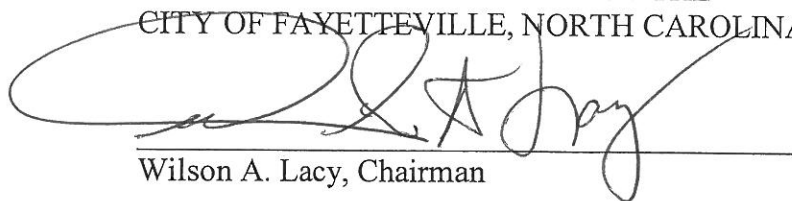
WHEREAS, the following Resolutions of the Fayetteville Public Works Commission of the City of Fayetteville, North Carolina were adopted on the 8th day of April 2009.

NOW THEREFORE BE IT RESOLVED BY THE COMMISSION THAT:

1. The Funding Agreement (the "Funding Agreement") among the Southeastern Power Administration, Southeastern Power LLC and Participating Customers is hereby ratified, affirmed, and approved.
2. That Steven K. Blanchard, CEO/General Manager is authorized on behalf of the Fayetteville Public Works Commission to execute the Funding Agreement.


ADOPTED this 8th day of April, 2009.

PUBLIC WORKS COMMISSION OF THE
CITY OF FAYETTEVILLE, NORTH CAROLINA



Wilson A. Lacy, Chairman

ATTEST:



Luis J. Olivera, Secretary