

**CERTIFICATE OF ADOPTION OF RESOLUTIONS
APPOINTMENT PLAN ADMINISTRATOR**

I, Wilson A Lacy, being the Chairman of Public Works Commission of the City of Fayetteville, NC ("Commission"), do hereby certify that the following resolutions were adopted, by unanimous consent of the Commission on 26th day of May 2004.

WHEREAS, the Commission sponsors a defined contribution plan, the Public Works Commission of the City of Fayetteville, NC Defined Contribution Plan ("Plan") to provide additional retirement benefits to employees of the Commission,

AND WHEREAS, the Commission, from time to time will make administrative and operational designations to the Plan, then,

RESOLVED, that the Plan Administrator will be the Commission,

FURTHER RESOLVED, that Mr. Ray Britt, who has acted on behalf of the Plan Administrator, is discharged of his duties effective 1st day of July 2004,

FURTHER RESOLVED, that Ms. Shirley G. Pillow, will be appointed to act on behalf of the Plan Administrator effective 1st day of July 2004 and

FURTHER RESOLVED, that Ms. Shirley G. Pillow and Mr. Steven K. Blanchard are authorized to direct ABN AMRO Trust Services Commission as Trustee and recordkeeping service provider of the Plan in the performance of its duties.

I FURTHER CERTIFY that said resolutions have not been amended or modified and are in full force and effect as of the date hereof.

I FURTHER CERTIFY that the following persons hold the respective offices set forth opposite their names and that their specimen signatures, which appear below, are the true, authentic and genuine signatures of said persons:

Persons Acting on Behalf of the Plan Administrator: By signing below you acknowledge and accept your appointment as a Plan Committee member for the Plan.

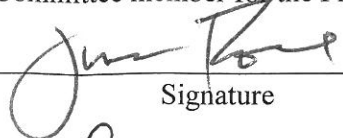

Signature

CEO/General Manager
Title


Signature

Director of Human Resources
Title

Plan Committee Members: By signing below you acknowledge and accept your appointment as a Plan Committee member for the Plan.



Signature

Chief Administrative Officer
Title



Signature

Chief Financial Officer
Title

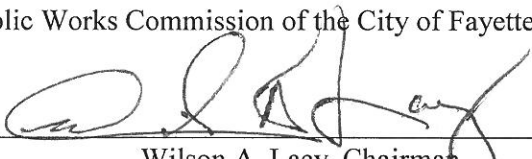


Signature

Internal Auditor
Title

IN WITNESS WHEREOF, the undersigned has set his hand and seal of Public Works Commission this 26th day of May 2004.

Public Works Commission of the City of Fayetteville, NC

By: 

Wilson A. Lacy, Chairman

ATTEST: 

Terry Union, Secretary