

**FORM OF SECRETARY'S CERTIFICATE**

I hereby certify that I am the [  Secretary] [  Managing Member] [  Managing Partner] of \_\_\_\_\_, a [  corporation] [  limited liability company] [  partnership] ("Member") duly [  incorporated] [  organized] and existing under the laws of the State [Commonwealth] of \_\_\_\_\_, and that [  pursuant to section \_\_\_\_\_ of the bylaws of Member] [  pursuant to section \_\_\_\_\_ of the Operating Agreement of Member] [  pursuant to section \_\_\_\_\_ of the partnership agreement of the Member] [  pursuant to resolutions unanimously adopted by the governing board of Member on \_\_\_\_\_ (date)], which have not been rescinded, amended or otherwise modified since the date of their adoption and are in full force and effect on the date hereof:

Officer(s)

Each of the persons named below is an Officer of Member, holding the title set forth opposite his or her name. "Officer" means, with respect to the Member, the following positions with respect to any person that has the power to influence an organization's business decisions and activities including but not limited to the chairman of the Board of Directors, a chief executive officer, a president, a chief financial officer, a chief operating officer, an executive vice president, or the secretary (or equivalent positions in another form of organization or business such as a sole proprietorship, partnership, government entity, agency or authority), holding the office or offices set forth opposite his or her name. The signature appearing opposite each name below is the true and genuine signature of that person. Each of the persons named below is authorized, in the name and on behalf of Member, to bind Member, pursuant to the Amended and Restated Operating Agreement of PJM Interconnection, L.L.C., PJM Open Access Transmission Tariff, and as applicable the Reliability Assurance Agreement Among Load Serving Entities in the PJM Region, and to provide information to PJM Interconnection, L.L.C. as necessary, or as requested, including providing, executing and delivering instruments, agreements and documents to PJM.

<b>Name</b>	<b>Signature</b>	<b>Office</b>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Authorized Representative(s)

The signature appearing opposite each name below is the true and genuine signature of that person, and each of the persons named below is authorized, in the name and on behalf of Member, to bind Member, pursuant to the Amended and Restated Operating Agreement of PJM Interconnection, L.L.C., PJM Open Access Transmission Tariff, and as applicable the Reliability Assurance Agreement Among Load Serving Entities in the PJM Region, and to provide information to PJM Interconnection, L.L.C. as necessary, or as requested, including providing, executing and delivering instruments, agreements and documents to PJM.

<b>Name</b>	<b>Signature</b>	<b>Title</b>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Maintenance Manager(s)

Each of the persons named below is a Maintenance Manager of Member, holding the title set forth opposite his or her name, if applicable. "Maintenance Manager" means an individual with the authority to provide the following information to PJM on behalf of the Member: corporate name change requests, withdrawal of membership requests, Contact Manager updates, Company Account Manager (CAM) updates, subaccount requests, Voting Member change requests, Affiliate Member change requests, Related Party change requests (only available to Voting Members in the Electric Distributor sector), Annual Recertification requests and validations.

<b>Name</b>	<b>Signature</b>	<b>Title</b>
_____	_____	_____
_____	_____	_____
_____	_____	_____

IN WITNESS WHEREOF, the undersigned has executed this certificate this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_ (Name)

Corporate Secretary]

Managing Member]

Managing Partner]

[Corporate Seal for Corporations]

**Notarized for LLC, Partnership, Other Non-Corporation**

Subscribed and sworn to before me a notary public on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_